#### Edgar Filing: AMERICAN PUBLIC EDUCATION INC - Form 4

AMERICAN PUBLIC EDUCATION INC Form 4 February 27, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Wilkins Harry T Issuer Symbol AMERICAN PUBLIC (Check all applicable) EDUCATION INC [APEI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) 111 WEST CONGRESS STREET 01/20/2014 EVP, Chief Development Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CHARLES TOWN, WV 25414 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of 6. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) any Code Disposed of (D) Beneficially Form: Beneficial (Instr. 3, 4 and 5) Owned Direct (D) Ownership (Month/Day/Year) (Instr. 8) Following or Indirect (Instr. 4) Reported  $(\mathbf{I})$ (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 3,746 \$0 D Stock, par 01/20/2014 Α A 36,585 (1) value \$.01 Common 2,561 Stock, par 02/25/2014 A Α \$0 39,146 D (2)

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value \$.01

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Common Stock, par value \$.01

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Wilkins Harry T 111 WEST CONGRESS STREET CHARLES TOWN, WV 25414			EVP, Chief Development Officer			
Signatures						
/s/ Richard W. Sunderland, Jr., Attorney-in-Fact		02/2	27/2014			
<u>**</u> Signature of Reporting Person			Date			

### **Explanation of Responses:**

**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C.
	78ff(a).

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(1) Restricted Stock Award pursuant to the American Public Education, Inc. 2011 Omnibus Incentive Plan. Award vests in three equal annual installments, with one third vesting on January 20, 2015, one third vesting on January 20, 2016 and one third vesting on January 20, 2017.

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(2) Restricted Stock Award Unit pursuant to the American Public Education, Inc. 2011 Omnibus Incentive Plan.
 (2) Performance-based award reflects the acheivement of a free cash flow performance measure for the issuer's fiscal year ended December 31, 2013. Award vests in three equal installments, with one third vesting on February 25, 2014, one third vesting on January 21, 2015 and one third vesting on January 21, 2016.

(3) The reporting person disclaims beneficial ownership, except to the extent of his pecuniary benefit, of the securities owned by Wilkins Asset Management, Inc., and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(4) The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.