

CREAMER SEAN R
Form 4
May 17, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CREAMER SEAN R

2. Issuer Name and Ticker or Trading Symbol
LAUREATE EDUCATION, INC.
[aur]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1001 FLEET STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President, CFO

BALTIMORE, MD 21202

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/13/2005 | 04/30/2005 | A ⁽¹⁾ | | 4,000 | A | \$ 44.42 |
| | | | | | | | 21,304.25 ⁽³⁾ |
| Common Stock | 05/13/2005 | | S | | 1,500 | D | \$ 47.23 |
| | | | | | | | 19,804.25 |

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

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SEC 1474
(9-02)

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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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | Code | V | (A) (D) | Title | Amount or Number of Shares |
| options | \$ 12.44 | | | | | 12/13/2004 12/13/2009 | common stock | 2,000 |
| options | \$ 13.11 | | | | | 12/13/2004 12/13/2009 | common stock | 1,250 |
| options | \$ 11.43 | | | | | <u>(4)</u> 03/10/2013 | common stock | 15,000 |
| options | \$ 22.1 | | | | | <u>(5)</u> 09/20/2011 | common stock | 16,000 |
| options | \$ 27.33 | | | | | 12/02/2002 12/02/2007 | common stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CREAMER SEAN R 1001 FLEET STREET BALTIMORE, MD 21202 | | | Sr. Vice President, CFO | |

Signatures

Sean R.
Creamer 05/17/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares acquired pursuant to a Restricted Stock Agreement with Laureate dated April 30, 2003. Shares issued with no restriction with an issue date of April 30, 2004.

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- (2) Price represents closing price on issue date of April 30, 2004.
- (3) Total shares represents the following: 1,227.250 - 401(k) Plan 77.000 - Employee Stock Purchase Plan 8,000.000 - Restricted Stock Award dated 4-30-2003 - Vested & Nonforfeitable 12,000.000 - Restricted Stock Award dated 4-30-2003 - Unvested & Forfeitable
- (4) 7,500 options became exercisable on 3/10/2005. The remaining 7,500 options will become exercisable on 3/10/2006.
- (5) Options will become exercisable in increments of 8,000 on 9/20/2005 and 9/20/2006, respectively.
- (6) Represents TOTAL STOCK OPTIONS owned and listed in detail on previous lines.

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.