

ITT EDUCATIONAL SERVICES INC
Form 4
October 16, 2006

FORM 4

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

OMB APPROVAL

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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 *
ELWOOD CLARK D

2. Issuer Name and Ticker or Trading Symbol
ITT EDUCATIONAL SERVICES INC [ESI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
13000 NORTH MERIDIAN STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/16/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP, Gen Counsel & Secretary

CARMEL,, IN 46032

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 | 10/16/2006 | | S ⁽¹⁾ | 138 ⁽²⁾ D \$ 70.42 | 16,043 ⁽³⁾ | D | |
| Common Stock | 10/16/2006 | | S ⁽¹⁾ | 171 ⁽²⁾ D \$ 70.43 | 15,872 ⁽³⁾ | D | |
| Common Stock | 10/16/2006 | | S ⁽¹⁾ | 309 ⁽²⁾ D \$ 70.44 | 15,563 ⁽³⁾ | D | |
| Common Stock | 10/16/2006 | | S ⁽¹⁾ | 34 ⁽²⁾ D \$ 70.45 | 15,529 ⁽³⁾ | D | |
| Common Stock | 10/16/2006 | | S ⁽¹⁾ | 342 ⁽²⁾ D \$ 70.46 | 15,187 ⁽³⁾ | D | |

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| | | | | | | | |
|--------------|------------|-------------------------|----------------|---|----------|-------------------|---|
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 856 <u>(2)</u> | D | \$ 70.47 | 14,331 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 171 <u>(2)</u> | D | \$ 70.48 | 14,160 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 274 <u>(2)</u> | D | \$ 70.49 | 13,886 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 651 <u>(2)</u> | D | \$ 70.5 | 13,235 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 171 <u>(2)</u> | D | \$ 70.51 | 13,064 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 342 <u>(2)</u> | D | \$ 70.52 | 12,722 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 308 <u>(2)</u> | D | \$ 70.53 | 12,414 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 34 <u>(2)</u> | D | \$ 70.54 | 12,380 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 103 <u>(2)</u> | D | \$ 70.55 | 12,277 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 103 <u>(2)</u> | D | \$ 70.56 | 12,174 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 411 <u>(2)</u> | D | \$ 70.57 | 11,763 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 308 <u>(2)</u> | D | \$ 70.58 | 11,455 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 34 <u>(2)</u> | D | \$ 70.59 | 11,421 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 274 <u>(2)</u> | D | \$ 70.6 | 11,147 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 377 <u>(2)</u> | D | \$ 70.61 | 10,770 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 274 <u>(2)</u> | D | \$ 70.62 | 10,496 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 274 <u>(2)</u> | D | \$ 70.63 | 10,222 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 685 <u>(2)</u> | D | \$ 70.64 | 9,537 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 514 <u>(2)</u> | D | \$ 70.65 | 9,023 <u>(3)</u> | D |
| Common Stock | 10/16/2006 | <u>S</u> ⁽¹⁾ | 240 <u>(2)</u> | D | \$ 70.67 | 8,783 <u>(3)</u> | D |
| | 10/16/2006 | <u>S</u> ⁽¹⁾ | 205 <u>(2)</u> | D | | 8,578 <u>(3)</u> | D |

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- (1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 5, 2006.
Represents a portion of the: (a) 18,750 shares subject to a stock option (right to buy) granted on February 10, 1997 ("1997 Option"); and
- (2) (b) the increase of 18,750 shares subject to the 1997 Option pursuant to the 2-for-1 split of the ESI common stock on June 6, 2002 ("June 2002 Split").
- (3) This total does not include 6,097 shares of ESI common stock beneficially owned under the ESI 401(k) Plan on October 12, 2006.
- (4) The option vested in three equal installments on February 10, 1998, 1999 and 2000.

Remarks:

This is the second of two Form 4s filed by the reporting person for transactions that occurred on October 16, 2006. Due to soft

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