

Powell Karan
 Form 3
 September 07, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Powell Karan | | (Month/Day/Year) | AMERICAN PUBLIC EDUCATION INC [APEI] | |
| (Last) | (First) | (Middle) | 08/26/2011 | |
| 111 W. CONGRESS STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHARLES TOWN,Â WVÂ 25414 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | See General Remarks | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock, par value \$0.01 | 3,580 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|-----------------|--------|-----------|-------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 07/13/2016 | Common Stock | 6,600 | \$ 3.2935 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 07/13/2016 | Common Stock | 2,158 | \$ 3.2935 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 01/01/2016 | Common Stock | 4,625 | \$ 37.19 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 01/04/2017 | Common Stock | 5,500 | \$ 34.8 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 01/03/2018 | Common Stock | 5,000 | \$ 37.52 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Powell Karan 111 W. CONGRESS STREET CHARLES TOWN, WV 25414 | Â | Â | Â See General Remarks | Â |

Signatures

/s/ Harry T. Wilkins,
Attorney-in-Fact

09/06/2011

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) All shares of common stock are Restricted Stock Awards made pursuant to the American Public Education, Inc. 2007 Omnibus Incentive Plan.
- (2) As of the date of this report, all shares were exercisable.
- (3) As of the date of this report 3,084 shares were exercisable. The remaining shares underlying the option become exercisable on January 1, 2012.
- (4) As of the date of this report 1,834 shares were exercisable. The remaining shares underlying the option become exercisable in two equal installments on January 4, 2012 and 2013.
- (5) The shares underlying this option become exercisable in three equal installments on January 3, 2012, 2013 and 2014.

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Remarks:

Executive Vice President, Provost of American Public University System

Exhibit List
Exhibit 24 - Power of Attorney for Karan Powell

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.