Edgar Filing: Packard Ronald J - Form 4

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Form 4												
March 18, 20	4 UNITED S	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								OMB APPROVAL OMB 3235-0287 Number:		
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).	Filed pure S. Filed pure s Section 17(a									ires: January 31, 2005 mated average len hours per oonse 0.5		
(Print or Type R	esponses)											
Packard Ronald J Symbol				er Name and Ticker or Trading [C [LRN]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 3. Dat (Mont			Date of	te of Earliest Transaction th/Day/Year)				(Check all applicable) X Director 10% Owner X Officer (give title Other (specify below) below) Chief Executive Officer				
				ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
HERNDON,	VA 20171							Form filed by M Person	Iore than One Re	porting		
(City)	(State)	(Zip)	Table	I - Non-De	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	sposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	03/15/2013			F <u>(1)</u>	1,626	D	\$ 23.22	194,923	D			

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)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna 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							
FB	Director	10% Owner	Officer	Other				
Packard Ronald J 2300 CORPORATE PARK DRIVE HERNDON, VA 20171	Х		Chief Executive Officer					
Signatures								
/s/ John C. Grothaus, attorney-in-fact	03/1	18/2013						
**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) Represents the withholding of shares for tax purposes in connection with the vesting of RSAs.

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.