

ITT EDUCATIONAL SERVICES INC

Form 4

March 06, 2002

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

FORM 4

o 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

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(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
LAUER THOMAS W.	ITT Educational Services, Inc. ESI	☐ Director ☐ 10% Owner
(Last) (First) (Middle)		
	3. I.R.S. Identification Number of Reporting Person (voluntary)	☒ Officer (give title below) ☐ Other (specify below)
5975 Castle Creek Parkway, North Drive	February 2002	Senior Vice President
(Street)	4. Statement for Month/Year	
	5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)
Indianapolis IN 46250		☒ Form filed by One Reporting Person
(City) (State) (Zip)		☐ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (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 at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount (A) or (D)	Price		
Common Stock	02/28/02	M	11,250 shares	A \$11.945		
Common Stock	02/28/02	S	11,250 shares	D \$43.000		
Common Stock	02/28/02	M	18,750 shares	A \$24.250		
Common Stock	02/28/02	S	10,250 shares	D \$43.000		
Common Stock	02/28/02	S	400 shares	D \$43.010		
Common Stock	02/28/02	S		D \$43.500		

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500
shares

Common Stock	02/28/02	S	200 shares	D	\$43.550		
Common Stock	02/28/02	S	200 shares	D	\$43.590		
Common Stock	02/28/02	S	5,000 shares	D	\$43.600		
Common Stock	02/28/02	S	1,800 shares	D	\$43.650		
Common Stock	02/28/02	S	200 shares	D	\$43.700		
Common Stock	02/28/02	S	200 shares	D	\$43.710	8,903 shares	D
						756 shares (1)	I By 401(k) Plan

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

(Over)

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

SEC 1474 (7-97)

**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 CONTROL NUMBER.**

FORM 4 (Continued)

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. 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)	
			Code	V		Date Exercisable	Expiration Date
Stock Option (Right to Buy)	\$11.945	02/28/02	M		11,250	(2)	02/14/06
Stock Option (Right to Buy)	\$24.250	02/28/02	M		18,750	(3)	02/12/07

[illegible]

(1) From January 16, 2002 through February 15, 2002, the reporting person acquired 8 shares of ESI common stock under the ESI 401(k) plan.

(2) The option vested in three equal installments on February 12, 1997, 1998 and 1999.

(3) The option vested in three equal installments on February 10, 1998, 1999 and 2000.

March 5, 2002

Date _____

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