

ITT EDUCATIONAL SERVICES INC

Form 4

September 18, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ELWOOD CLARK D

(Last) (First) (Middle)

**C/O ITT EDUCATIONAL
SERVICES INC, 13000 NORTH
MERIDIAN STREET**

(Street)

CARMEL, IN 46032-1404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**ITT EDUCATIONAL SERVICES
INC [ESI]**

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ 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)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	09/14/2007		M ⁽¹⁾		7,332 (2)	A \$ 49.74	15,636 D
Common Stock	09/14/2007		M ⁽¹⁾		6,596 (3)	A \$ 55.6	22,232 D
Common Stock	09/14/2007		M ⁽¹⁾		9,400 (4)	A \$ 23.7	31,632 D
Common Stock	09/14/2007		S ⁽¹⁾		17,328	D \$ 112.5	14,304 D
	09/14/2007		S ⁽¹⁾		200	D	14,104 D

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Common Stock						\$ 112.51		
Common Stock	09/14/2007	S ⁽¹⁾	1,300	D		\$ 112.52	12,804	D
Common Stock	09/14/2007	S ⁽¹⁾	1,100	D		\$ 112.53	11,704	D
Common Stock	09/14/2007	S ⁽¹⁾	2,500	D		\$ 112.54	9,204	D
Common Stock	09/14/2007	S ⁽¹⁾	200	D		\$ 112.55	9,004	D
Common Stock	09/14/2007	S ⁽¹⁾	100	D		\$ 112.58	8,904	D
Common Stock	09/14/2007	S ⁽¹⁾	400	D		\$ 112.59	8,504	D
Common Stock	09/14/2007	S ⁽¹⁾	200	D		\$ 112.66	8,304	D
Common Stock							6,097	I
								By Company 401(k) Plan

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

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(9-02)

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 (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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 49.74	09/14/2007		M ⁽¹⁾	7,332 (2)	(5) 02/02/2012	Common Stock	7,332

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Stock Option (Right to Buy)	\$ 55.6	09/14/2007	M ⁽¹⁾	6,596 (3)	(6)	11/02/2012	Common Stock	6,596
Stock Option (Right to Buy)	\$ 23.7	09/14/2007	M ⁽¹⁾	9,400 (4)	(7)	01/24/2013	Common Stock	9,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELWOOD CLARK D C/O ITT EDUCATIONAL SERVICES INC 13000 NORTH MERIDIAN STREET CARMEL, IN 46032-1404			Sr VP, Gen Counsel & Secretary	

Signatures

Clark D.
Elwood

09/18/2007

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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 18, 2007.
- (2) Represents a portion of the 20,100 shares subject to a stock option (right to buy) with an effective grant date of February 2, 2005.
- (3) Represents a portion of the 19,790 shares subject to a stock option (right to buy) with an effective grant date of November 2, 2005.
- (4) Represents a portion of the 30,000 shares subject to a stock option (right to buy) with an effective grant date of January 22, 2003.
- (5) The option vested in one installment on October 24, 2005.
- (6) The option vested immediately on November 2, 2005.
- (7) The option vested in three equal installments on January 22, 2004, 2005 and 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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