

Benson Barbara
Form 3
February 10, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

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 *

Â Benson Barbara

(Last) (First) (Middle)

C/O CAMBIUM LEARNING
GROUP, INC.,Â 17855 N.
DALLAS PARKWAY, SUITE
400

(Street)

DALLAS,Â TXÂ 75287

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/01/2011

3. Issuer Name and Ticker or Trading Symbol

CAMBIUM LEARNING GROUP, INC. [ABCD]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other

(give title below) (specify below)

VP & Controller

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 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)

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

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (right to buy)	Â (1)	01/27/2020	Common Stock, par value \$0.001 par value per share	30,000	\$ 4.5	D	Â
Stock Options (right to buy)	Â (1)	01/27/2020	Common Stock, par value \$0.001 par value per share	10,000	\$ 6.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benson Barbara C/O CAMBIUM LEARNING GROUP, INC. 17855 N. DALLAS PARKWAY, SUITE 400 DALLAS, TX 75287	Â	Â	Â VP & Controller	Â

Signatures

/s/ Barbara A. Benson, By: Todd W. Buchardt, Esq.,
Attorney-in-Fact

02/10/2011

__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).

On January 27, 2010 (the "Grant Date"), the Reporting Person was granted options ("Options") to purchase a total of 40,000 shares of common stock, par value \$0.001, of Cambium Learning Group, Inc. (the "Company"), in consideration of her services as an officer of the Company. The Options were granted to the Reporting Person pursuant and subject to the Company's 2009 Equity Incentive Plan. The per-share exercise price of the Options is (a) \$4.50 with respect to 30,000 Options and (b) \$6.50 with respect to 10,000 Options. All of the Options vest in equal increments of twenty-five percent (25%) per year beginning on the one-year anniversary of the Grant Date.

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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