

Edgar Filing: ITT EDUCATIONAL SERVICES INC - Form 4

ITT EDUCATIONAL SERVICES INC  
 Form 4  
 March 01, 2002

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 FORM 4  
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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).  
 (Print or Type Responses)

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  
 Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol		6. R
BAUGH	GENE	A.	ITT Educational Services, Inc.	ESI	--
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year	--
5975 Castle Creek Parkway, North Drive				February 2002	Sen
(Street)					Pre
Indianapolis	IN	46250		5. If Amendment, Date of Original (Month/Year)	Fin
(City)	(State)	(Zip)	TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI		---

1. Title of Security (Instr. 3)	2. Trans- action Date  (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amo Sec Ben Own End Mon
		Code V	Amount (A) or (D) Price	(In and
Common Stock	2/13/02	M	18,750 shares	A \$24.25
Common Stock	2/13/02	S	18,750 shares	D \$43.02 11

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

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)
			Code V	(A) (D)
Stock Option (Right to Buy)	\$24.25	2/13/02	M	18,750

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7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title	Amount or Number of Shares			
Common Stock	18,750	0	D	

Explanation of Responses:

- (1) From January 16, 2002 through February 15, 2002, the reporting person acquired 6 shares of ES 401(k) plan.
- (2) The option vested in three equal installments on February 10, 1998, 1999 and 2000.

/s/ Gene A. Ba

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\*\*Signature of

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.