

MCDONNELL RAYMOND KARL

Form 4

May 10, 2018

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 *
MCDONNELL RAYMOND KARL

2. Issuer Name **and** Ticker or Trading
Symbol
STRAYER EDUCATION INC
[STRA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2303 DULLES STATION BLVD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

HERNDON, VA 20171

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/08/2018		S		7,376 (1)	\$ 102.44 (2)	147,439 D
Common Stock	05/08/2018		S		1,200 (1)	\$ 103.24 (3)	146,239 D
Common Stock	05/09/2018		S		9,437 (1)	\$ 101.99 (4)	136,802 D
Common Stock	05/09/2018		S		300 (1)	\$ 102.51	136,502 D

(5)

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

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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 Acquired (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCDONNELL RAYMOND KARL 2303 DULLES STATION BLVD HERNDON, VA 20171	X Chief Executive Officer

Signatures

/s/ Daniel W. Jackson, 05/10/2018
Attorney-in-Fact

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 shares sold to coincide with the vesting of previously granted shares of restricted stock.
- (2) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$101.81 to \$102.78, inclusive.
- (3) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$102.83 to \$103.53, inclusive.
- (4) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$101.36 to \$102.33, inclusive.
- (5)

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Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$102.36 to \$102.80, inclusive. The reporting person undertakes to provide to Strayer Education, Inc., any security holder of Strayer Education, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 2 through 5 of this Form 4.

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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