

LAUREATE EDUCATION, INC.
 Form 4/A
 October 05, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCGUIRE JAMES

2. Issuer Name and Ticker or Trading Symbol
 LAUREATE EDUCATION, INC.
 [LAUR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1001 FLEET STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/06/2002

Director 10% Owner
 Officer (give title below) Other (specify below)

BALTIMORE, MD 21202
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/20/2003

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock					3,000	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. De	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (rt to buy)	\$ 19					<u>(1)</u>	04/13/2011	Common Stock	20,000
Options (rt to buy)	\$ 24.77	06/06/2002		A	5,000 <u>(3)</u>	<u>(1)</u>	06/06/2012	Common Stock	5,000
Options (rt to buy)	\$ 23.13					<u>(1)</u>	06/17/2013	Common Stock	5,000
Options (rt to buy)	\$ 29.63					<u>(1)</u>	01/02/2014	Common Stock	6,500
Options (rt to buy)	\$ 44.18	01/03/2005		A	6,500 <u>(4)</u>	<u>(1)</u>	01/03/2015	Common Stock	6,500
Options (rt to buy)	\$ 50.61	01/03/2006		A	6,500	<u>(2)</u>	01/03/2013	Common Stock	6,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGUIRE JAMES 1001 FLEET STREET BALTIMORE, MD 21202			X	

Signatures

James McGuire 10/05/2006

**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) All options currently exercisable.
- (2) Currently 4,875 options are vested. The remaining options vest monthly and will be fully vested on 1/3/2007.
- (3) Acquisition of these options was never reported as a transaction. Rather, ownership of these options was reported as a holding on Mr. McGuire's Form 4, filed on 6/20/2003.
- (4) Acquisition of these options was never reported as a transaction. Rather, ownership of these options was reported as a holding on Mr. McGuire's Form 4, filed on 6/10/2005.

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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