

CAMDEN PARTNERS STRATEGIC FUND III LP
 Form 4
 November 24, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Camden Partners Strategic Manager, LLC

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN PUBLIC EDUCATION INC [APEI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 500 EAST PRATT STREET, SUITE 1200

3. Date of Earliest Transaction (Month/Day/Year)
 11/21/2008

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

(Street)
 BALTIMORE, MD 21202

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|------------------|
| | | | | Code V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$.01 | 11/21/2008 | | S | (1) | 16,126 | D | \$ 36.59 | 145,580 | I | See Footnote (2) |
| Common Stock, par value \$.01 | 11/21/2008 | | S | (3) | 16,374 | D | \$ 37.46 | 129,206 | I | See Footnote (2) |
| Common Stock, par value \$.01 | 11/21/2008 | | S | (4) | 1,025 | D | \$ 38.26 | 128,181 | I | See Footnote (2) |

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)

| 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 Beneficially Owned (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 |
| Camden Partners Strategic Manager, LLC 500 EAST PRATT STREET SUITE 1200 BALTIMORE, MD 21202 | | X | | |
| Camden Partners Strategic III, LLC 500 EAST PRATT STREET, SUITE 1200 BALTIMORE, MD 21202 | | X | | |
| CAMDEN PARTNERS STRATEGIC FUND III LP 500 EAST PRATT STREET, SUITE 1200 BALTIMORE, MD 21202 | | X | | |
| CAMDEN PARTNERS STRATEGIC FUND III-A LP 500 EAST PRATT STREET, SUITE 1200 BALTIMORE, MD 21202 | | X | | |
| BERKELEY RICHARD M C/O CAMDEN PARTNERS 500 EAST PRATT STREET, SUITE 1200 BALTIMORE, MD 21202 | | X | | |
| HUGHES DONALD W C/O CAMDEN PARTNERS 500 EAST PRATT STREET, SUITE 1200 | | X | | |

BALTIMORE, MD 21202

JOHNSTON RICHARD M
C/O CAMDEN PARTNERS
500 EAST PRATT STREET, SUITE 1200 X
BALTIMORE, MD 21202

WARNOCK DAVID L
C/O CAMDEN PARTNERS
500 EAST PRATT ST, SUITE 1200 X
BALTIMORE, MD 21202

Signatures

| | |
|--|------------|
| /s/ Camden Partners Strategic Manager, LLC By Donald W. Hughes, Managing Member | 11/24/2008 |
| __Signature of Reporting Person | Date |
| /s/ Camden Partners Strategic III, LLC, By Donald W. Hughes, Managing Member | 11/24/2008 |
| __Signature of Reporting Person | Date |
| /s/ Camden Partners Strategic Fund III, LP, By Camden Partners Strategic III, LLC, its General Partner, By Camden Partners Strategic Manager, LLC, its Managing Member, By Donald W. Hughes, Managing Member | 11/24/2008 |
| __Signature of Reporting Person | Date |
| By Camden Partners Strategic III, LLC its General Partner, By Camden Partners Strategic Manager, LLC, its Managing Member, By Donald W. Hughes, Managing Member | 11/24/2008 |
| __Signature of Reporting Person | Date |
| /s/ Donald W. Hughes, Attorney-in-Fact | 11/24/2008 |
| __Signature of Reporting Person | Date |
| /s/ Donald W. Hughes | 11/24/2008 |
| __Signature of Reporting Person | Date |
| /s/ Donald W. Hughes, Attorney-in-Fact | 11/24/2008 |
| __Signature of Reporting Person | Date |
| /s/ Donald W. Hughes, Attorney-in-Fact | 11/24/2008 |
| __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 price of \$36.59 per share represents a weighted average of sales prices ranging from \$36.02 to \$37.01 per share. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
 - (2)

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Consists of shares of Common Stock directly owned by Fund III, Fund III-A and David L. Warnock. After taking into account the sales indicated in Table I, consists of 120,301, 4,999, and 2,881 shares of Common Stock directly owned by Fund III, Fund III-A and David L. Warnock, respectively. CPSM, CPS III and the Managing Members may be deemed indirect beneficial owners of the Common Stock owned by the Funds as a result of the relationships described in the Remarks section. CPSM, CPS III and each of the Managing Members disclaims beneficial ownership of the Common Stock held directly by the Funds and David L. Warnock, except to the extent of its or his pecuniary interest therein. Each of the Funds and David L. Warnock disclaims beneficial ownership of the Common Stock held by the other, except to the extent of its or his pecuniary interest therein.

(3) The price of \$37.46 per share represents a weighted average of sales prices ranging from \$37.02 to \$38.00 per share. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

(4) The price of \$38.26 per share represents a weighted average of sales prices ranging from \$38.23 to \$38.29 per share. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

Remarks:

This report is being filed by Camden Partners Strategic Manager, LLC, as the managing member of Camden Partners Strategic

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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