Edgar Filing: AMERICAN PUBLIC EDUCATION INC - Form 4

AMERICAN PUBLIC EDUCATION INC

Form 4

February 27, 2014

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

OMB 3235-0287 Number:

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Powell Karan

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

AMERICAN PUBLIC

(Check all applicable)

(Last)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

EDUCATION INC [APEI]

Director _X__ Officer (give title below)

10% Owner Other (specify

111 WEST CONGRESS STREET

(Street)

(State)

01/20/2014

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Exec. Vice President, Provost 6. Individual or Joint/Group Filing(Check

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CHARLES TOWN, WV 25414

		Table 1 - Non-Derivative Securities Acquired, Disposed bi, or Deficientially Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. Transactio	4. Securi		or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	()	any (Month/Day/Year)	Code (Instr. 8)	* * *		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		(Month Buy, Tear)	(msu: o)	(IIISu. 3, 4 and 3)		Following Reported	(Instr. 4)	(Instr. 4)	
					(A) or		Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(IIIsti. 5 and 4)		
Common Stock, par value \$.01	01/20/2014		A	2,296 (1)	A	\$0	10,089	D	
Common Stock, par value \$.01	02/25/2014		A	1,537 (2)	A	\$0	11,626	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Powell Karan 111 WEST CONGRESS STREET CHARLES TOWN, WV 25414

Exec. Vice President, Provost

Signatures

/s/ Richard W. Sunderland, Jr., Attorney-in-Fact

02/27/2014

Date

**Signature of Reporting Person

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).
- Restricted Stock Award pursuant to the American Public Education, Inc. 2011 Omnibus Incentive Plan. Award vests in three equal annual installments, with one third vesting on January 20, 2015, one third vesting on January 20, 2016 and one third **(1)** vesting on January 20, 2017.
 - Restricted Stock Award Unit pursuant to the American Public Education, Inc. 2011 Omnibus Incentive Plan.
- Performance-based award reflects the acheivement of a free cash flow performance measure for the issuer's fiscal year ended **(2)** December 31, 2013. Award vests in three equal installments, with one third vesting on February 25, 2014, one third vesting on January 21, 2015 and one third vesting on January 21, 2016.

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.

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