

LAUREATE EDUCATION, INC.  
 Form 4  
 August 22, 2007

**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 \*  
**DENNIS WILLIAM C**

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)  
**08/17/2007**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President, Latin America Ops

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

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

**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) Amount (D) Price			
Common Stock	08/17/2007		D <sup>(1)</sup>	22,500 D \$ 62 0		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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (rt to buy)	\$ 17.54	08/17/2007		D <sup>(2)</sup>	55,000	( <sup>3</sup> )	( <sup>3</sup> )	Common Stock	55,000
Options (rt to buy)	\$ 5.95	08/17/2007		D <sup>(2)</sup>	1	( <sup>3</sup> )	( <sup>3</sup> )	Common Stock	1
Option (rt to buy)	\$ 46.37	08/17/2007		D <sup>(2)</sup>	100,000	( <sup>3</sup> )	( <sup>3</sup> )	Common Stock	100,000
Option (rt to buy)	\$ 46.37	08/17/2007		D <sup>(2)</sup>	25,000	( <sup>3</sup> )	( <sup>3</sup> )	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENNIS WILLIAM C 1001 FLEET STREET BALTIMORE, MD 21202			President, Latin America Ops	

## Signatures

William C. Dennis  
08/22/2007

\*\*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) Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all outstanding shares of issues owned by Mr. Dennis were cancelled in exchange for his right to receive \$62 per share in cash.  
Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all vested and exercisable options to purchase shares of Issue were cancelled in exchange for the holder's right to receive cash consideration for each option in an amount equal to the difference between \$62 and the per option exercise price, which consideration will be paid to the holder on or before August 24, 2007.
  - (2) Not applicable. Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all outstanding options of Issuer were cancelled.
  - (3) Not applicable. Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all outstanding options of Issuer were cancelled.

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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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