

Wilkins Harry T
Form 4
March 27, 2012

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 *
Wilkins Harry T

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)
111 WEST CONGRESS STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/23/2012

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP, Chief Financial Officer

CHARLES TOWN, WV 25414

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
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Common
Stock, par
value
\$.01

03/23/2012

(A)
or
(D)
Code V Amount (D) Price

M 20,231 A \$ 3.96 73,782 D

Common
Stock, par
value
\$.01

03/23/2012

S 20,231 (1) D \$ 38.0004 (2) 53,551 D

Common
Stock, par
value
\$.01

18,111.5 I

By Wilkins
Asset
Management,
Inc. (3)

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Common
Stock, par
value
\$.01

360

I

By son ⁽⁴⁾

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.96	03/23/2012		M	20,231	⁽⁵⁾ 02/08/2017	Common Stock 20,231

Reporting Owners

Reporting Owner Name / Address	Relationships
Wilkins Harry T 111 WEST CONGRESS STREET CHARLES TOWN, WV 25414	Director 10% Owner Officer Other EVP, Chief Financial Officer

Signatures

/s/ Harry T.
Wilkins

03/27/2012

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on March 3, 2012, which is intended to comply with Rule 10b5-1.

- (2) The price of \$38.0004 per share represents a weighted average of sales prices ranging from \$37.73 to \$38.52 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.

- (3) The reporting person disclaims beneficial ownership, except to the extent of his pecuniary benefit, of the securities owned by Wilkins Asset Management, Inc., and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

- (4) The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.

- (5) As of the date hereof, all shares underlying the option were exercisable.

- (6) Although originally reported as two separate grants, stock option expiring February 8, 2017 with the same terms have been consolidated for the purpose of reporting the number of derivative securities beneficially owned following the reported transaction. The total number of employee stock options beneficially owned in column 9 reflects all employee stock options held by the reporting person with this conversion price and expiration date.

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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