

BURKE JAMES J JR
Form 4
December 23, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
STONINGTON PARTNERS INC II

2. Issuer Name and Ticker or Trading Symbol
LINCOLN EDUCATIONAL SERVICES CORP [LINC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 MADISON AVENUE, 16TH FLOOR,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2009

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

NEW YORK, NY 10022

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 | 12/21/2009 | | S | 1,250,000 D 20.95 (1) | 6,908,000 | I | See Footnote (2) (7) |
| Common Stock | | | | | 13,441 (3) | D (4) (7) | |
| Common Stock | | | | | 13,441 (5) | D (6) (7) | |

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

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SEC 1474 (9-02)

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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 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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STONINGTON PARTNERS INC II 600 MADISON AVENUE, 16TH FLOOR NEW YORK, NY 10022 | | X | | |
| BURKE JAMES J JR C/O STONINGTON PARTNERS INC II 600 MADISON AVENUE, 16TH FLOOR NEW YORK, NY 10022 | X | | | |
| MICHAS ALEXIS P C/O STONINGTON PARTNERS INC II 600 MADISON AVENUE, 16TH FLOOR NEW YORK, NY 10022 | X | | | |

Signatures

| | |
|---|------------|
| /s/ James J. Burke Jr., Partner of Stonington Partners, Inc. II | 12/23/2009 |
| **Signature of Reporting Person | Date |
| /s/ James J. Burke Jr. | 12/23/2009 |
| **Signature of Reporting Person | Date |
| /s/ Alexis P. Michas | 12/23/2009 |
| **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) On December 15, 2009, Lincoln Educational Services Corporation (the "Company") entered into a definitive stock repurchase agreement with Back to School Acquisition, L.L.C., its principal shareholder ("BTS"), relating to the Company's repurchase of 1,250,000 shares of the Company's common stock owned by BTS at a purchase price of \$20.95 per share or an aggregate purchase price of \$26,187,500.

(2) Stonington Partners, Inc. II is the general partner of Stonington Partners, L.P. ("SP"), and SP is the general partner of the Stonington Capital Appreciation 1994 Fund, L.P. (the "Stonington Fund"). Stonington Partners, Inc. is the management company, which, pursuant to a management agreement with the Stonington Fund, has full discretionary authority with respect to the Stonington Fund's investments, including the authority to make and dispose of such investments. The Stonington Fund controls, and has a 100% economic interest in, BTS.

(3) Reflects an adjustment for 2,411 shares of restricted stock granted to James J. Burke, Jr. that were reported on a Form 4 dated May 4, 2009 but were inadvertently omitted from column 5 of the Forms 4 filed on October 2, 2009 and December 17, 2009.

(4) Shares owned directly by James J. Burke, Jr.

(5) Reflects an adjustment for 2,411 shares of restricted stock granted to Alexis P. Michas that were reported on a Form 4 dated May 4, 2009 but were inadvertently omitted from column 5 of the Forms 4 filed on October 2, 2009 and December 17, 2009.

(6) Shares owned directly by Alexis P. Michas.

(7) Each reporting person disclaims beneficial ownership except to the extent of its pecuniary interest therein.

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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