

Fitzpatrick Daniel M  
 Form 4  
 February 15, 2012

**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 \*  
 Fitzpatrick Daniel M

2. Issuer Name and Ticker or Trading Symbol  
 ITT EDUCATIONAL SERVICES INC [ESI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/13/2012

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

C/O ITT EDUCATIONAL SERVICES INC, 13000 NORTH MERIDIAN STREET  
 (Street)

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

CARMEL, IN 46032-1404

(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 or Disposed of (A) or (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)
				(A) or (D)	Price		
Common Stock <sup>(1)</sup>	02/13/2012		A	3,836	A \$ 0	5,971	D
Common Stock <sup>(2)</sup>	02/13/2012		A	8,545	A \$ 0	14,516	D
Common Stock	02/13/2012		M <sup>(3)</sup>	2,400	A \$ 47.22	16,916	D
Common Stock	02/13/2012		S <sup>(3)</sup>	2,400	D \$ 75	14,516	D



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Restricted stock units awarded under the 2006 ITT Educational Services, Inc. Equity Compensation Plan (the "2006 Plan"), a Rule 16b-3 plan. This award will settle in three equal installments on February 13, 2013, 2014 and 2015 in the form of one share of the Company's common stock for each restricted stock unit being settled.

- (2) Restricted stock units awarded under the 2006 Plan. This award will settle in full on February 13, 2015 in the form of one share of the Company's common stock for each restricted stock unit being settled.
- (3) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 25, 2011.
- (4) Option awarded under the 2006 Plan.
- (5) The option vests in three equal installments on February 13, 2013, 2014 and 2015.
- (6) Represents a portion of the 18,245 shares subject to a stock option (right to buy) with an effective grant date of June 6, 2005.
- (7) This stock option vested in thirds on June 6, 2006, 2007 and 2008.

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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