

ITT EDUCATIONAL SERVICES INC
Form 4
February 28, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* Champagne, Rene R.			2. Issuer Name and Ticker or Trading Symbol ITT Educational Services, Inc. ESI			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 02-28-03	
5975 Castle Creek Parkway, North Drive						<input checked="" type="checkbox"/> Director — 10% Owner <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) Chairman and Chief Executive Officer	
(Street)						5. If Amendment, Date of Original (Month/Day/Year)	
Indianapolis, IN 46250							
(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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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	02-28-03		M		31,900 ⁽¹⁾	A	\$2.223 ⁽²⁾			
Common Stock	02-28-03		S		13,100	D	\$26.50			
Common Stock	02-28-03		S		600	D	\$26.52			
Common Stock	02-28-03		S		100	D	\$26.53			
Common Stock	02-28-03		S		500	D	\$26.60			
Common Stock	02-28-03		S		15,200	D	\$26.65			
Common Stock	02-28-03		S		100	D	\$26.70			
Common Stock	02-28-03		S		500	D	\$26.71			

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Common Stock	02-28-03		S		1,800	D	\$26.75	101,188	D	
								10,113	I	By 401(k) Plan

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$2.223	02-28-03		M		31,900	(3)	12-22-04		Common Stock	31,900	75,000	D	

Explanation of Responses:

(1) Represents a portion of: (a) 30,000 shares subject to a stock option (right to buy) granted on December 20, 1994 ("1994 Option"); (b) the increase of 15,000 shares subject to the 1994 Option pursuant to the 3-for-2 split of the ESI common stock on April 16, 1996 ("April 1996 Split"); (c) the increase of 22,500 shares subject to the 1994 Option pursuant to the 3-for-2 split of the ESI common stock on November 5, 1996 ("November 1996 Split"); and (d) the increase of 67,500 shares subject to the 1994 Option pursuant to the 2-for-1 split of the ESI common stock on June 6, 2002 ("June 2002 Split").

(2) Represents an original exercise price of \$10.00 for the shares of ESI common stock subject to the 1994 Option: (a) reduced to \$6.667 pursuant to the April 1996 Split; (b) reduced to \$4.445 pursuant to the November 1996 Split; and (c) reduced to \$2.223 pursuant to the June 2002 Split.

(3) The option vested in three equal installments on December 20, 1995, 1996 and 1997.

By: /s/ **Clark D. Elwood** **February 28, 2003**
Attorney-In-Fact for Rene R. Champagne Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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