Edgar Filing: Gilbert Carol S - Form 4

| Gilbert Carol Form 4 | IS | | | | | | | | | | |
|---|-------------------------------------|-------------------|--|--|---|--------------------------------------|---|--|--|---|--|
| January 07, 2 | 2010 | | | | | | | | | | |
| FORM | 4 | | | | | | | | | PPROVAL | |
| | UNITED |) STATES | | ITIES A hington, | | | NGE (| COMMISSION | OMB Number: | 3235-0287 | |
| 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 | | | | | Expires: January 31, 2005 Estimated average burden hours per response 0.5 | | | | | | |
| (Print or Type R | Responses) | | | | | | | | | | |
| Gilbert Carol S Symb AMI | | | Symbol AMERI | 2. Issuer Name and Ticker or Trading symbol AMERICAN PUBLIC EDUCATION INC [APEI] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Lest) | (Einst) | (MGddla) | | | | J | | Director | 100 | 6 Owner | |
| (Month/D) 111 W. CONGRESS STREET (Street) 4. If Ame | | | (Month/Da | 3. Date of Earliest Transaction (Month/Day/Year) 01/04/2010 | | | | Officer (give title Other (specify below) below) EVP, Programs and Marketing | | | |
| | | | Amendment, Date Original (Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| CHARLES ' | TOWN, WV 25 | 414 | | | | | | Form filed by Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | Securi | ties Ac | quired, Disposed o | of, or Beneficial | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Yea | r) Executi any | emed on Date, if /Day/Year) | Code (Instr. 8) | 4. Securi onAcquired Disposed (Instr. 3, | (A) o of (D 4 and (A) or |) 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) | |
| Common | | | | Code V | Amount | (D) | Price | (| | | |
| Stock, par value \$.01 | 01/04/2010 | | | А | $1,400 \\ (1) (2)$ | А | \$0 | 41,434 | D | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| D Se | Title of erivative ecurity astr. 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. Transactic Code (Instr. 8) | 5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exerc Expiration D (Month/Day/ | ate | 7. Title and A Underlying S (Instr. 3 and | Securities | 8 I 2 () |
|---------------|--|---|---|---|--|---|--|--------------------|---|--|-------------------|
| | | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| St O (r | mployee tock ption ight to 1y) | \$ 34.8 | 01/04/2010 | | А | 7,800 | <u>(1)</u> | 01/04/2017 | Common Stock | 7,800 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|-----------------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Gilbert Carol S 111 W. CONGRESS STREET CHARLES TOWN, WV 25414 | | | EVP, Programs and Marketing | | | | | |
| Signatures | | | | | | | | |
| /s/ Harry T. Wilkins, Attorney-in-Fact | 01/0 | 7/2010 | | | | | | |
| **Signature of Reporting Person | Ε | 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) Award vests in three equal annual installments beginning on January 4, 2011.

(2) Restricted Stock Award pursuant to the American Public Education, Inc. 2007 Omnibus Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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