

Waldron Charles R
 Form 4
 February 07, 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 *
 Waldron Charles R

2. Issuer Name and Ticker or Trading Symbol
 LEARNING TREE
 INTERNATIONAL INC [LTRE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Secretary and CFO

(Last) (First) (Middle)
 1805 LIBRARY STREET, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/02/2011

RESTON, VA 20190

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	11/02/2011		M		1,534 A \$ 0	4,192	D	
Common Stock	11/02/2011		F		494 D \$ 0	3,698	D	
Common Stock	12/07/2011		M		1,459 A \$ 0	5,157	D	
Common Stock	12/07/2011		F		470 D \$ 0	4,687	D	

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	<u>(1)</u>	11/02/2011		M	1,459	<u>(2)</u> <u>(3)</u>	Common Stock	1,459
Restricted Stock Units	<u>(1)</u>	12/07/2011		M	1,534	<u>(2)</u> <u>(3)</u>	Common Stock	1,534

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Waldron Charles R 1805 LIBRARY STREET, SUITE 300 RESTON, VA 20190			Secretary and CFO	

Signatures

/s/ Charles R. Waldron 02/07/2012

**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) Each restricted stock unit ("RS Unit") represents the right to receive one share of Issuer's common stock on the date of vesting. Reporting Person has no rights as a stockholder of Issuer with respect to RS Units until they vest and a certificate for shares has been issued.
 - (2) The RS Units vest in three equal annual installments pursuant to Issuer's 2007 Equity Incentive Plan.

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(3) Not applicable.

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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