

LEARNING TREE INTERNATIONAL INC

Form 4/A

October 19, 2007

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

OMB APPROVAL

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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

(Print or Type Responses)

 1. Name and Address of Reporting Person *
 NYLUND MAGNUS

2. Issuer Name and Ticker or Trading Symbol

 LEARNING TREE
 INTERNATIONAL INC [LTRE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

10/15/2007

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

Chief Information Officer

(Street)

 4. If Amendment, Date Original
 Filed(Month/Day/Year)
 10/17/2007

 6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

RESTON, VA 20190

(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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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 SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Employee Stock Options (right to buy)	\$ 20.7 ⁽¹⁾	10/15/2007	A ⁽²⁾		5,503 ⁽³⁾		12/31/2008 ⁽²⁾	12/15/2012	Common Stock	5,503 ⁽³⁾		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NYLUND MAGNUS 1805 LIBRARY STREET SUITE 300 RESTON, VA 20190	Chief Information Officer

Signatures

/s/ Magnus
Nylund 10/18/2007

 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) This Form 4/A is filed solely to correct the exercise price (Columns 2 and 8) of Employee Stock Options (right to buy) granted to Reporting Person on October 15, 2007 and reported in the Form 4 filed on October 17, 2007.

Grant of non-qualified stock option pursuant to 2007 Equity Incentive Plan. The actual number of shares ("Number of Shares") which can vest will be based on the maximum Number of Shares set forth in this form and achievement of targets for the Company's revenue and operating income reported for fiscal year 2008. The Reporting Person will earn the right to exercise thirty-three and one-third percent (33 1/3%) of his Number of Shares on each of December 31, 2008, 2009, and 2010, provided he is still employed by the Company on each vesting date.
- (2) operating income reported for fiscal year 2008. The Reporting Person will earn the right to exercise thirty-three and one-third percent (33 1/3%) of his Number of Shares on each of December 31, 2008, 2009, and 2010, provided he is still employed by the Company on each vesting date.
- (3) The maximum Number of Shares that may be exercised under this Option, subject to 2008 revenue and operating income and vesting.

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.