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LEARNING TREE INTERNATIONAL INC

Form 4

August 07, 2008

FORM 4

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

OMB Number:

3235-0287

if no longer subject to

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COLLINS DAVID C

2. Issuer Name and Ticker or Trading

Symbol

LEARNING TREE INTERNATIONAL INC [LTRE] 5. Relationship of Reporting Person(s) to

Issuer

below)

(Last) (First) (Middle)

(Street)

(State)

(Zin)

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

X Director X__ 10% Owner Other (specify X_ Officer (give title

08/05/2008

Vice Chairman of the Board

(Check all applicable)

400 NORTH CONTINENTAL **BOULEVARD, SUITE 200**

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

EL SEGUNDO, CA 90245

(City)

(City)	(State) (A	Table Table	e I - Non-Do	erivative S	ecurit	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
				(A)			Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
C						Φ.Ω			See
Common	08/05/2008		J (1)	196	A	\$0	3,669,346 (2)	I (2)	Footnote
Stock			_	-, ,		<u>(1)</u>			4.
Common						ΦΩ			See
	08/05/2008		J(3)	19,343	A	\$ 0 (3)	3,669,346	I (4)	Footnote
Stock						(3)			4.

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
COLLINS DAVID C 400 NORTH CONTINENTAL BOULEVARD SUITE 200 EL SEGUNDO, CA 90245	X	X	Vice Chairman of the Board			

Signatures

/s/ David C.
Collins

**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) Shares distributed without consideration from DCMA Holdings, LP, to general partner pursuant to terms of the partnership agreement.
- (2) See Footnote 4 for explanation of ownership.
- Shares transferred to the reporting person by The Collins Trust 99-1 ("Trust 99-1"), an irrevocable defective trust f/b/o the reporting (3) person's child of which the reporting person is a trustee, in partial principal payment of an outstanding promissory note to satisfy certain obligations of Trust 99-1. Beneficial ownership of shares held by Trust 99-1 is disclaimed by the reporting person.
- (4) OWNERSHIP: EXCLUDES and beneficial ownership of which is disclaimed by the reporting person: 89,918 shares held by The Collins Family Foundation, a private charitable foundation of which reporting person is a director; 238,323 shares held by The Adventures in Learning Foundation (f/k/a The Pegasus Foundation), a charitable support organization of which reporting person is a trustee; 37,500 vested options owned by reporting person's spouse and 197,640 shares held by Mary C. Collins 1997 Trust as separate property of reporting person's spouse. INCLUDES the following: 1,472,248 shares owned by David C. Collins 1997 Trust as reporting person's separate property; 297,477 shares owned by David C. and Mary C. Collins Family Trust; and 1,899,621 shares held by DCMA Holdings, LP, of which reporting person and Mary C. Collins are general partners. Although the shares held by DCMA Holdings, LP, are included,

Reporting Owners 2

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reporting person disclaims beneficial ownership of such shares.

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.