

LEARNING TREE INTERNATIONAL INC
Form 4
August 07, 2008

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 *
ADAMS MARY C

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)
400 NORTH CONTINENTAL BLVD., SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2008

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

EL SEGUNDO, CA 90245

(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	(A) or (D)	Price			
Common Stock	08/05/2008		J ⁽¹⁾		19,343	A	\$ 0 ₍₁₎	2,432,238 ₍₂₎	I ₍₂₎	See Footnote 4.
Common Stock	08/05/2008		J ⁽³⁾		196	A	\$ 0 ₍₃₎	2,432,238 ₍₂₎	I ₍₄₎	See Footnote 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 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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADAMS MARY C 400 NORTH CONTINENTAL BLVD. SUITE 200 EL SEGUNDO, CA 90245		X		

Signatures

/s/ Mary C. Adams 08/07/2008

**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 transferred to the reporting person by The Collins Trust 99-1 ("Trust 99-1"), an irrevocable defective trust f/b/o the reporting 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.
 - (2) See Footnote 4 for explanation of ownership.
 - (3) Shares distributed without consideration from DCMA Holdings, LP, to general partner pursuant to terms of the partnership agreement.
 - (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; and 1,472,248 shares held by David C. Collins 1997 Trust as the separate property of reporting person's spouse. INCLUDES the following: 37,500 vested options owned by reporting person and 197,640 shares owned by Mary 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 David C. Collins are general partners. Although shares held by DCMA Holdings, LP, are included, reporting

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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.

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