

BOOKER DAVID A
Form 4
January 15, 2009

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 *
BOOKER DAVID A

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/24/2008

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

RESTON, VA 20190

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

(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 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	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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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 Option (right to buy)	\$ 10.61	10/24/2008	A ⁽¹⁾		23,753		12/31/2009	12/15/2013	Common Stock	23,753 ⁽²⁾
Employee Stock Option (right to buy)	\$ 20.7						12/31/2008	12/15/2012	Common Stock	4,933 ⁽³⁾
Employee Stock Option (right to buy)	\$ 13.02						10/01/2005 ⁽⁴⁾	09/30/2009	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOOKER DAVID A 1805 LIBRARY STREET SUITE 300 RESTON, VA 20190			Chief Operating Officer	

Signatures

/s/ David A. Booker
01/14/2009

**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) Grant of non-qualified stock option pursuant to 2007 Equity Incentive Plan. The Reporting Person may earn all or a percentage of the options based on achievement of incentive targets related to operating results of issuer reported for fiscal year 2009. Any earned options will vest thirty-three and one-third percent (33.33%) on December 31 of 2009, 2010, and 2011.
- (2)

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The maximum number of shares that can vest under this option, subject to achievement of incentive targets related to issuer's operating results reported for fiscal year 2009, and vesting.

Pursuant to issuer's 2007 Equity Incentive Plan, the Reporting Person was granted employee stock options (right to buy) for a maximum of 14,475 shares of issuer's common stock subject to achievement of targets for issuer's operating income reported for fiscal year 2008.

- (3) The Reporting Person earned options to purchase 4,931 shares. Such options vest thirty-three and one-third percent (33.33%) on December 31 of 2008, 2009 and 2010.

- (4) Options are fully vested.

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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