#### **BOOKER DAVID A**

Form 4

December 09, 2010

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

**OMB** Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

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Form 5 obligations 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 \*

**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)

(Street)

(State)

(Middle)

3. Date of Earliest Transaction

X\_ Officer (give title below)

10% Owner Other (specify

1805 LIBRARY STREET, SUITE

300

12/07/2010

Chief Operating Officer

Director

below)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

RESTON, VA 20190

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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

(Month/Day/Year)

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

3. Transaction Date 3A. Deemed 1. Title of Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Conversion

6. Date Exercisable and 5. Number

7. Title and Amount of 8. Pr Underlying Securities

(9-02)

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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)		Secu (Inst
				Code V	(A) (	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	12/07/2010		A <u>(1)</u>	4,094		<u>(1)</u>	(2)	Common Stock	4,094	\$

## **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/ Theodore E. Guth by PA forDavid A.

Booker 12/09/2010

\*\*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).

Grant of restricted stock units ("RS Units") pursuant to Issuer's 2007 Equity Incentive Plan. Each RS Unit represents a right to receive one share of Issuer's common stock provided Reporting Person has been continuously employeed by Issuer as of the date of vesting. RS Units

- vest one-third on each of the first three anniversaries of the grant date. The Reporting Person will have no right to receive any shares of common stock under this grant (i) if Issuer does not report an operating profit for its 2011 fiscal year or (ii) with respect to any issuance scheduled to occur after he ceases to be an employee of Issuer (whether voluntarily or involuntarily). Reporting Person has no rights or privileges as a stockholder of Issuer with respect to RS Units unless and until a certificate for shares has been issued.
- (2) Not applicable.
- (3) Reporting Person also owns 3,681 Restricted Stock Units pursuant to grant on November 2, 2009 under Issuer's 2007 Equity Incentive Plan.

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.

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