Spires Richard Form 4 July 02, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Spires Richard

LEARNING TREE INTERNATIONAL, INC. [LTRE]

(Check all applicable)

Chief Executive Officer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

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

C/O LEARNING TREE INTERNATIONAL, INC., 13650 **DULLES TECHNOLOGY DRIVE**

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Instr. 8)

(Month/Day/Year)

06/29/2018

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

HERNDON, VA 20171

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

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

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4) 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (1)	\$ 1.35 <u>(1)</u>	06/29/2018		A	25,000 (2)	(3)	06/29/2023	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Spires Richard C/O LEARNING TREE INTERNATIONAL, INC. 13650 DULLES TECHNOLOGY DRIVE HERNDON, VA 20171	X		Chief Executive Officer		

Signatures

Reporting Person

/s/ Richard
Spires

**Signature of

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) Exercise price is equal to the mean of the high and low bids of the Company's common stock on the OTCQX on the date of grant.
- (2) The reporting person received 25,000 incentive stock options (ISOs) granted under the Learning Tree International, Inc. Equity Incentive Plan.
- 10% of the incentive stock options granted vested on the date of grant (June 29, 2018) with the subsequent vesting of 30% of the
- (3) incentive stock options vesting on each of the one-year, two-year and three-year anniversary of the date of grant, contingent upon continued employment.
- (4) Mr. Spires' holdings of options of common stock includes 500,000 options with an exercise price of \$1.248 granted on October 7, 2015 and 100,000 at an exercise price of \$1.19 granted on October 26, 2015.

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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