

ITT EDUCATIONAL SERVICES INC  
 Form 4  
 November 05, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 ELWOOD CLARK D

(Last) (First) (Middle)

C/O ITT EDUCATIONAL SERVICES INC, 13000 NORTH MERIDIAN STREET

(Street)

CARMEL, IN 46032-1404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 ITT EDUCATIONAL SERVICES INC [ESI]

3. Date of Earliest Transaction (Month/Day/Year)  
 11/02/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Sr VP, Gen Counsel & Secretary

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/02/2007		M <sup>(1)</sup>	V	6,597 <u>(2)</u>	A	\$ 55.6 14,901 D
Common Stock	11/02/2007		S <sup>(1)</sup>		200	D	\$ 126 14,701 D
Common Stock	11/02/2007		S <sup>(1)</sup>		400	D	\$ 125.29 14,301 D
Common Stock	11/02/2007		S <sup>(1)</sup>		100	D	\$ 125.26 14,201 D
	11/02/2007		S <sup>(1)</sup>		100	D	14,101 D

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Common Stock					\$			
					124.44			
Common Stock	11/02/2007	<u>S(1)</u>	300	D	\$ 124.4	13,801		D
Common Stock	11/02/2007	<u>S(1)</u>	100	D	\$ 124.39	13,701		D
Common Stock	11/02/2007	<u>S(1)</u>	200	D	\$ 124.09	13,501		D
Common Stock	11/02/2007	<u>S(1)</u>	200	D	\$ 124.08	13,301		D
Common Stock	11/02/2007	<u>S(1)</u>	100	D	\$ 124.04	13,201		D
Common Stock	11/02/2007	<u>S(1)</u>	100	D	\$ 123.82	13,101		D
Common Stock	11/02/2007	<u>S(1)</u>	600	D	\$ 123.75	12,501		D
Common Stock	11/02/2007	<u>S(1)</u>	100	D	\$ 123.55	12,401		D
Common Stock	11/02/2007	<u>S(1)</u>	100	D	\$ 123.54	12,301		D
Common Stock	11/02/2007	<u>S(1)</u>	197	D	\$ 123.47	12,104		D
Common Stock	11/02/2007	<u>S(1)</u>	200	D	\$ 123.46	11,904		D
Common Stock	11/02/2007	<u>S(1)</u>	200	D	\$ 123.43	11,704		D
Common Stock	11/02/2007	<u>S(1)</u>	200	D	\$ 123.42	11,504		D
Common Stock	11/02/2007	<u>S(1)</u>	100	D	\$ 123.41	11,404		D
Common Stock	11/02/2007	<u>S(1)</u>	100	D	\$ 123.4	11,304		D
Common Stock	11/02/2007	<u>S(1)</u>	300	D	\$ 123.38	11,004		D
Common Stock	11/02/2007	<u>S(1)</u>	200	D	\$ 123.01	10,804		D
Common Stock	11/02/2007	<u>S(1)</u>	20	D	\$ 122.88	10,784		D
Common Stock	11/02/2007	<u>S(1)</u>	200	D	\$ 122.82	10,584		D
	11/02/2007	<u>S(1)</u>	100	D		10,484		D

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Common Stock						\$ 122.74		
Common Stock	11/02/2007	S <sup>(1)</sup>	680	D		\$ 122.67	9,804	D
Common Stock	11/02/2007	S <sup>(1)</sup>	500	D		\$ 122.58	9,304	D
Common Stock	11/02/2007	S <sup>(1)</sup>	165	D		\$ 122.55	9,139	D
Common Stock	11/02/2007	S <sup>(1)</sup>	135	D		\$ 122.54	9,004	D

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 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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 55.6	11/02/2007		M <sup>(1)</sup>	6,597 (2)	(3) 11/02/2012	Common Stock	6,597 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELWOOD CLARK D C/O ITT EDUCATIONAL SERVICES INC 13000 NORTH MERIDIAN STREET CARMEL, IN 46032-1404			Sr VP, Gen Counsel & Secretary	

## Signatures

Christine G. Long, Attorney-In-Fact for Clark D.  
Elwood

11/05/2007

\_\_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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 18, 2007.
  - (2) Represents a portion of the 19,790 shares subject to a stock option (right to buy) with an effective grant date of November 2, 2005.
  - (3) The option vested immediately on November 2, 2005.

### Remarks:

This is the first of two Form 4s filed by the reporting person for transactions that occurred on November 2, 2007. Due to software limitations, all of the transactions that occurred on that date cannot be reported on one Form 4.

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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