

LINCOLN EDUCATIONAL SERVICES CORP

Form 4

August 24, 2006

**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 \*  
LUSTER ALEXANDRA M

2. Issuer Name and Ticker or Trading Symbol  
LINCOLN EDUCATIONAL SERVICES CORP [LINC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
200 EXECUTIVE DRIVE, SUITE 340  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/22/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP and General Counsel

WEST ORANGE, NJ 07052

(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)
				(A) or (D)	Price		
Common Stock	08/22/2006		M	6,000	A \$ 14	6,000	D
Common Stock	08/22/2006		S	2,000	D \$ 17.85	4,000	D
Common Stock	08/22/2006		S	302	D \$ 17.71	3,698	D
Common Stock	08/22/2006		S	100	D \$ 17.7	3,598	D
Common Stock	08/22/2006		S	100	D \$ 17.63	3,498	D

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Common Stock	08/22/2006	S	198	D	\$ 17.57	3,300	D
Common Stock	08/22/2006	S	499	D	\$ 17.56	2,801	D
Common Stock	08/22/2006	S	198	D	\$ 17.55	2,603	D
Common Stock	08/22/2006	S	99	D	\$ 17.54	2,504	D
Common Stock	08/22/2006	S	100	D	\$ 17.53	2,404	D
Common Stock	08/22/2006	S	700	D	\$ 17.52	1,704	D
Common Stock	08/22/2006	S	500	D	\$ 17.51	1,204	D
Common Stock	08/22/2006	S	472	D	\$ 17.5	732	D
Common Stock	08/22/2006	S	100	D	\$ 17.48	632	D
Common Stock	08/22/2006	S	100	D	\$ 17.47	532	D
Common Stock	08/22/2006	S	100	D	\$ 17.46	432	D
Common Stock	08/22/2006	S	432	D	\$ 17.32	0	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

									Shares
Employee Stock Options	\$ 14	08/22/2006		M	1,500	04/15/2004	11/03/2013	Common Stock	1,500
Employee Stock Options	\$ 14	08/22/2006		M	1,500	11/03/2004	11/03/2013	Common Stock	1,500
Employee Stock Options	\$ 14	08/22/2006		M	1,500	04/15/2005	11/03/2013	Common Stock	1,500
Employee Stock Options	\$ 14	08/22/2006		M	1,500	11/03/2005	11/03/2013	Common Stock	1,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUSTER ALEXANDRA M 200 EXECUTIVE DRIVE, SUITE 340 WEST ORANGE, NJ 07052			VP and General Counsel	

## Signatures

/s/ Alexandra M  
Luster

08/24/2006

\*\*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).

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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