

Beckett Thomas
Form 4
January 19, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Beckett Thomas

2. Issuer Name **and** Ticker or Trading
Symbol
AMERICAN PUBLIC
EDUCATION INC [APEI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
111 WEST CONGRESS STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, General Counsel

CHARLES TOWN, WV 25414

4. If Amendment, Date Original
Filed(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
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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$.01	01/15/2018		A ⁽¹⁾	3,017 A \$ 0 9,999		D	
Common Stock, par value \$.01	01/17/2018		F ⁽²⁾	453 D \$ 25.9 9,546		D	
Common Stock, par value \$.01	01/17/2018		F ⁽³⁾	336 D \$ 25.9 9,210		D	
Common Stock, par	01/19/2018		S ⁽⁴⁾	300 D \$ 25.18 8,910		D	

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value \$.01

Common

Stock, par 01/19/2018

$$S^{(4)}$$

200

D

\$
25.33

8,710

D

value \$.01

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

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beckett Thomas 111 WEST CONGRESS STREET CHARLES TOWN, WV 25414			SVP, General Counsel	

Signatures

/s/ Richard W. Sunderland, Jr.,
Attorney-in-Fact

01/19/2018

****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).

Deferred Stock Unit granted pursuant to the American Public Education, Inc. 2017 Omnibus Incentive Plan. Award vests in three equal

- (1) annual installments, with one third vesting on January 15, 2019, one third vesting on January 15, 2020 and one third vesting on January 15, 2021.

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- (2) The issuer withheld shares of Common Stock from the reporting person to pay the tax withholding obligations related to the vesting of restricted shares of Common Stock held by the reporting person.
- (3) The issuer withheld shares of Common Stock from the reporting person to pay the tax withholding obligations related to the vesting of Restricted Stock Units.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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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