

ITT EDUCATIONAL SERVICES INC  
Form 4  
August 13, 2007

**FORM 4**

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

OMB APPROVAL

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**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**

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

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

(Last) (First) (Middle)  
**13000 NORTH MERIDIAN STREET**  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/10/2007**

**CARMEL, IN 46032-1404**

(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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	08/10/2007		M <sup>(1)</sup>	25,000 <sup>(2)</sup>	A	\$ 17.063 <sup>(3)</sup>	33,304	D
Common Stock	08/10/2007		S <sup>(1)</sup>	400 <sup>(2)</sup>	D	\$ 107.85	32,904	D
Common Stock	08/10/2007		S <sup>(1)</sup>	100 <sup>(2)</sup>	D	\$ 107.8	32,804	D
Common Stock	08/10/2007		S <sup>(1)</sup>	1,300 <sup>(2)</sup>	D	\$ 107.79	31,504	D
	08/10/2007		S <sup>(1)</sup>	100 <sup>(2)</sup>	D		31,404	D

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Common Stock						\$ 107.78			
Common Stock	08/10/2007	S <sup>(1)</sup>	500 <sup>(2)</sup>	D		\$ 107.76	30,904	D	
Common Stock	08/10/2007	S <sup>(1)</sup>	164 <sup>(2)</sup>	D		\$ 107.72	30,740	D	
Common Stock	08/10/2007	S <sup>(1)</sup>	300 <sup>(2)</sup>	D		\$ 107.71	30,440	D	
Common Stock	08/10/2007	S <sup>(1)</sup>	400 <sup>(2)</sup>	D		\$ 107.69	30,040	D	
Common Stock	08/10/2007	S <sup>(1)</sup>	390 <sup>(2)</sup>	D		\$ 107.68	29,650	D	
Common Stock	08/10/2007	S <sup>(1)</sup>	200 <sup>(2)</sup>	D		\$ 107.66	29,450	D	
Common Stock	08/10/2007	S <sup>(1)</sup>	100 <sup>(2)</sup>	D		\$ 107.61	29,350	D	
Common Stock	08/10/2007	S <sup>(1)</sup>	700 <sup>(2)</sup>	D		\$ 107.56	28,650	D	
Common Stock	08/10/2007	S <sup>(1)</sup>	20,346 <sup>(2)</sup>	D		\$ 107.5	8,304	D	
Common Stock							6,097	I	By Company 401(k)

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. Amount or Number of Shares
Stock	\$ 17.063	08/10/2007		M <sup>(1)</sup>	25,000	<sup>(4)</sup> 01/28/2009	Common	25,000

