

TANNER GLENN E  
Form 4/A  
June 19, 2007

**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 \*  
TANNER GLENN E

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
13000 NORTH MERIDIAN STREET  
(Street)  
CARMEL, IN 46032  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
06/18/2007  
4. If Amendment, Date Original Filed(Month/Day/Year)  
06/19/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior VP, Marketing  
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                    | 06/18/2007                           |                                                    | S <sup>(1)</sup>               | D                                                                 | 100                                                                                           | \$ 113.15                                                | 6,000 D                                               |
| Common Stock                    | 06/18/2007                           |                                                    | S <sup>(1)</sup>               | D                                                                 | 100                                                                                           | \$ 113.33                                                | 5,900 D                                               |
| Common Stock                    | 06/18/2007                           |                                                    | S <sup>(1)</sup>               | D                                                                 | 1,300                                                                                         | \$ 113.34                                                | 4,600 D                                               |
| Common Stock                    | 06/18/2007                           |                                                    | S <sup>(1)</sup>               | D                                                                 | 100                                                                                           | \$ 113.35                                                | 4,500 D                                               |
| Common Stock                    | 06/18/2007                           |                                                    | S <sup>(1)</sup>               | D                                                                 | 300                                                                                           | \$ 113.39                                                | 4,200 D                                               |

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|              |            |                  |       |   |           |       |   |
|--------------|------------|------------------|-------|---|-----------|-------|---|
| Common Stock | 06/18/2007 | S <sup>(1)</sup> | 100   | D | \$ 113.4  | 4,100 | D |
| Common Stock | 06/18/2007 | S <sup>(1)</sup> | 100   | D | \$ 113.44 | 4,000 | D |
| Common Stock | 06/18/2007 | S <sup>(1)</sup> | 100   | D | \$ 113.51 | 3,900 | D |
| Common Stock | 06/18/2007 | S <sup>(1)</sup> | 200   | D | \$ 113.57 | 3,700 | D |
| Common Stock | 06/18/2007 | S <sup>(1)</sup> | 100   | D | \$ 113.58 | 3,600 | D |
| Common Stock | 06/18/2007 | S <sup>(1)</sup> | 200   | D | \$ 113.65 | 3,400 | D |
| Common Stock | 06/18/2007 | S <sup>(1)</sup> | 200   | D | \$ 113.72 | 3,200 | D |
| Common Stock | 06/18/2007 | S <sup>(1)</sup> | 200   | D | \$ 113.73 | 3,000 | D |
| Common Stock | 06/18/2007 | S <sup>(1)</sup> | 1,500 | D | \$ 113.74 | 1,500 | D |
| Common Stock | 06/18/2007 | S <sup>(1)</sup> | 1,500 | D | \$ 113.99 | 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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(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 Beneficially Owned (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 |
| TANNER GLENN E<br>13000 NORTH MERIDIAN STREET<br>CARMEL, IN 46032 |               |           | Senior VP, Marketing |       |

## Signatures

|                                                            |                     |
|------------------------------------------------------------|---------------------|
| Christine G. Long, Attorney-In-Fact for Glenn E.<br>Tanner | 06/19/2007          |
| <small>**Signature of Reporting Person</small>             | <small>Date</small> |

## 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 15, 2007.

### Remarks:

This is the second of two Form 4s filed by the reporting person for transactions that occurred on June 18, 2007. Due to software limitations, all of the transactions that occurred on that date cannot be reported on one Form 4.

This Form 4 is amending and replacing in its entirety the second Form 4 filed by the reporting person on June 19, 2007. The first of the two Form 4s reporting transactions that occurred on June 18, 2007 was inadvertently filed twice, and therefore this Form 4 is replacing the second, inadvertent, filing. The first Form 4 filed by the reporting person on June 19, 2007 remains in full force and effect.

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.