

ITT EDUCATIONAL SERVICES INC

Form 4

February 14, 2003

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

OMB APPROVAL

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

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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

Filed By
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| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|--------------------------------------|--|---|---|---|------------|--|--|--|-----------------------------------|
| Lauer, Thomas W. | | | ITT Educational Services, Inc. ESI | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) | | | |
| (Last) (First) (Middle) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year | | <input type="checkbox"/> Other (specify below) Senior Vice President, Director of Operations | | | |
| 5975 Castle Creek Parkway, North Drive | | | | | 02-13-03 | | | | | |
| (Street) | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | |
| Indianapolis, IN 46250 | | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02-13-03 | | M | | 40,000 ⁽¹⁾ | A | \$6.75 ⁽²⁾ | | | |
| Common Stock | 02-13-03 | | S | | 1,000 | D | \$25.52 | | | |
| Common Stock | 02-13-03 | | S | | 5,000 | D | \$25.53 | | | |
| Common Stock | 02-13-03 | | S | | 3,700 | D | \$25.55 | | | |
| Common Stock | 02-13-03 | | S | | 400 | D | \$25.57 | | | |
| Common Stock | 02-13-03 | | S | | 1,500 | D | \$25.58 | | | |
| Common Stock | 02-13-03 | | S | | 2,000 | D | \$25.59 | | | |
| Common Stock | 02-13-03 | | S | | 4,400 | D | \$25.60 | | | |

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| | | | | | | | | | | |
|--------------|----------|--|---|--|-------|---|---------|-----------------------|---|----------------|
| Common Stock | 02-13-03 | | S | | 2,000 | D | \$25.61 | | | |
| Common Stock | 02-13-03 | | S | | 900 | D | \$25.62 | | | |
| Common Stock | 02-13-03 | | S | | 500 | D | \$25.63 | | | |
| Common Stock | 02-13-03 | | S | | 3,300 | D | \$25.64 | | | |
| Common Stock | 02-13-03 | | S | | 4,500 | D | \$25.65 | | | |
| Common Stock | 02-13-03 | | S | | 3,500 | D | \$25.66 | | | |
| Common Stock | 02-13-03 | | S | | 200 | D | \$25.67 | | | |
| Common Stock | 02-13-03 | | S | | 200 | D | \$25.68 | | | |
| Common Stock | 02-13-03 | | S | | 4,700 | D | \$25.75 | | | |
| Common Stock | 02-13-03 | | S | | 100 | D | \$25.76 | | | |
| Common Stock | 02-13-03 | | S | | 1,500 | D | \$25.77 | | | |
| Common Stock | 02-13-03 | | S | | 100 | D | \$25.85 | | | |
| Common Stock | 02-13-03 | | S | | 500 | D | \$25.86 | 17,806 ⁽³⁾ | D | |
| | | | | | | | | 1,647 ⁽⁴⁾ | I | By 401(k) Plan |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

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| | | | | | | | | | | | | | |
|--------------------------------------|--------|----------|--|---|--|--------|----------------|----------|-----------------|--------|--|---|---|
| Stock Option (Right to Buy) | \$6.75 | 02-13-03 | | M | | 40,000 | ⁽⁵⁾ | 01-09-10 | Common Stock | 40,000 | | 0 | D |
|--------------------------------------|--------|----------|--|---|--|--------|----------------|----------|-----------------|--------|--|---|---|

Explanation of Responses:

- (1) Total represents: (a) 20,000 shares subject to a stock option (right to buy) granted on January 7, 2000 ("2000 Option"); and (b) the increase of 20,000 shares subject to the 2000 Option pursuant to the 2-for-1 split of the ESI common stock on June 6, 2002 ("June 2002 Split").
- (2) Represents an original exercise price of \$13.50 for the shares of ESI common stock subject to the 2000 Option reduced to \$6.75 pursuant to the June 2002 Split.
- (3) Total represents: (a) 8,903 shares beneficially owned as of May 31, 2002; (b) the acquisition of 8,903 shares pursuant to the June 2002 Split; and (c) the acquisition and disposition of 40,000 shares on February 13, 2003 as reported on this Form 4.
- (4) Total represents: (a) 794 shares beneficially owned on May 31, 2002 under the ESI 401(k) plan; (b) 794 shares acquired under the ESI 401(k) plan pursuant to the June 2002 Split; and (c) 59 shares acquired under the ESI 401(k) plan from June 1, 2002 through February 10, 2003.
- (5) The option vested in three equal installments on January 7, 2001, 2002 and 2003.

By: /s/ **Clark D. Elwood** **February 14, 2003**
Attorney-In-Fact for Thomas W. Lauer Date
 **Signature of Reporting Person

**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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