

LAUREATE EDUCATION, INC.
Form 4
June 11, 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 *
BECKER DOUGLAS L

2. Issuer Name and Ticker or Trading Symbol
LAUREATE EDUCATION, INC.
[LAUR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1001 FLEET STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chariman and CEO

BALTIMORE, MD 21202

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

(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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------------------------------------|---|---------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/07/2007 | | J ⁽¹⁾ | | 50,000 | D | Ⓐ | 81,780 ⁽²⁾ | I | Grantor Retained Annuity Trusts |
| Common Stock | 06/11/2007 | | J ⁽³⁾ | | 50,000 | A | Ⓒ | 131,780 | I | Grantor Retained Annuity Trusts |
| Common Stock | 06/07/2007 | | J ⁽¹⁾ | | 50,000 | A | Ⓐ | 491,811 ⁽²⁾ ⁽⁴⁾ | D | |
| | 06/08/2007 | | G | | 50,000 | D | \$ 0 | 441,811 ⁽⁴⁾ | D | |

Common
Stock

Common Stock 06/11/2007 J⁽³⁾ 50,000 D (3) 391,811 (4) 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. SEC 1474 (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. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| options | \$ 24.33 | | | | | <u>(5)</u> | 04/01/2008 | common stock | 630,000 |
| options | \$ 28.67 | | | | | <u>(5)</u> | 02/23/2008 | common stock | 52,328 |
| options | \$ 31.25 | | | | | <u>(5)</u> | 05/22/2008 | common stock | 100,000 |
| options | \$ 3.59 | | | | | <u>(5)</u> | 12/01/2009 | common stock | 605,683 |
| options | \$ 19.43 | | | | | <u>(5)</u> | 12/14/2011 | common stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BECKER DOUGLAS L 1001 FLEET STREET BALTIMORE, MD 21202 | X | | Chariman and CEO | |

Signatures

Douglas L.

Becker

06/11/2007

__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).

- (1) The Trustee of GRAT #11 transferred 50,000 shares to Mr. Becker directly.
- (2) Includes prior transfers of an aggregate of 33,130 shares from the Trustee of GRAT #11 to Mr. Becker which did not require the filing of a Form 4.
- (3) Mr. Becker transferred 50,000 shares he held directly to GRAT #11.
- (4) Includes vested Restricted Share Units, pursuant to which 166,000 shares will be issued.
- (5) All options are currently exercisable.

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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