

APPADOO RAPH
Form 4
August 22, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
APPADOO RAPH

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)
08/17/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President

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 (D) Price | | | |
| Common Stock | 08/17/2007 | | D ⁽⁴⁾ | 22,500 D \$ 62 0 | | D | |
| Common Stock | 08/17/2007 | | D ⁽³⁾ | 9,429 D \$ 62 0 | | I | Held in Company 401(k) Plan ⁽³⁾ |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options | \$ 3.33 | 08/17/2007 | | D ⁽¹⁾ | 249,741 | (⁽²⁾) (⁽²⁾) | Common Stock | 249,741 |
| Options | \$ 17.54 | 08/17/2007 | | D ⁽¹⁾ | 138,750 | (⁽²⁾) (⁽²⁾) | Common Stock | 138,750 |
| Options | \$ 46.37 | 08/17/2007 | | D ⁽¹⁾ | 100,000 | (⁽²⁾) (⁽²⁾) | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| APPADOO RAPH 1001 FLEET STREET BALTIMORE, MD 21202 | | | President | |

Signatures

Raph Appadoo 08/22/2007
 **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) Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all vested and exercisable options to purchase shares of Issuer were cancelled in exchange for the holder's right to receive cash consideration for each option in an amount equal to the difference between \$62 and the per option exercise price, which consideration will be paid to the holder on or before August 24, 2007.
- (2) Not applicable. Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all outstanding options of Issuer were cancelled.
- (3) Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all outstanding shares of Issuer held by Mr. Appadoo in the Issuer's 401(k) Plan were cancelled in exchange for the right to receive \$62 per share in cash. The merger consideration received by the 401(k) Plan Trustee will be deposited into another Plan fund for the benefit of Mr. Appadoo.
- (4) Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all outstanding shares of Issuer owned by Mr. Appadoo were cancelled in exchange for his right to receive \$62 per share in cash.

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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