Edgar Filing: BURKE JAMES J JR - Form 4

BURKE JAM Form 4	IES J JR										
August 02, 20)05										
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PPROVAL 3235-0287		
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).	er STATE 5. Filed pr s Section 17	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Sectior of the Investment Company Act of 1940						Expires: January 3 Expires: 200 Estimated average burden hours per response 0.			
(Print or Type R	esponses)										
			2. Issuer Name and Ticker or Trading Symbol LINCOLN EDUCATIONAL SERVICES CORP [LINC]				ıg	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 767 FIFTH A	(First)	(Middle)	3. Date of (Month/Da 07/29/20	-	nsaction			Director Officer (give below)		% Owner her (specify	
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person			
NEW YORK	K, NY 10153							_X_ Form filed by Person	More than One F	Reporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) o of (D))	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)	
Common Stock	06/28/2005			S	3,069	D	<u>(1)</u>	3,208,936	Ι	See footnotes 2 and 3 (2) (3)	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

er

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting O when I tunte / I tunte of	Director	10% Owner	Officer	Othe			
STONINGTON PARTNERS INC II 767 FIFTH AVENUE NEW YORK, NY 10153		Х					
BURKE JAMES J JR 767 FIFTH AVENUE NEW YORK, NY 10153	Х						
MICHAS ALEXIS P 767 FIFTH AVENUE NEW YORK, NY 10153	Х						
Signatures							
/s/ Frank A. Bartoletti, Vice President CFO	and	08/02/2005					
**Signature of Reporting Person		Da	te				
/s/ James J. Burke, Jr.		08/02/2005					
**Signature of Reporting Person		Date					
/s/ Alexis P. Michas		08/02/2005					
**Signature of Reporting Person		Da	te				

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) Grant of Restricted Stock to Steven Hart valued at \$60,000 on date of grant. These restricted shares vest ratably on the first, second and third year anniversary of the grant date.
- The reported securities were disposed indirectly by Stonington Partners, Inc. II, through a voting agreement with the Steven W. Hart 2003(2) Grantor Retained Annuity Trust and Steven W. Hart pursuant to which Stonington Partners, Inc. II has the power to direct the voting of all reported securities.

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In addition Stonington Partners, Inc. II indirectly owns 3,132,200 securities through a voting agreement with Hart Capital LLC, pursuant to which Stonington Partners, Inc. II has the power to direct the voting of all reported securities and indirectly owns 18,165,500 securities

(3) through Back to School Acquisition, L.L.C., its controlled subsidiary and indirectly by Alexis P. Michas, as managing partner of Stonington Partners, Inc. II and James J. Burke, Jr. as a partner of Stonington Partners, Inc. II. James J. Burke, Jr. and Alexis P. Michas disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

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.