ANDERSEN ERIC C.

Form 4 June 22, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

ANDERSEN ERIC C. Issuer Symbol AMERICAN PUBLIC (Check all applicable) **EDUCATION INC [APEI]** (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner

(Month/Day/Year) 111 WEST CONGRESS STREET 06/15/2012

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line) _X_ Form filed by One Reporting Person

D

Form filed by More than One Reporting Person

CHARLES TOWN, WV 25414

(State)

1. Name and Address of Reporting Person *

(City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of 1.Title of 3. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Beneficially Beneficial Disposed of (D) (D) or (Month/Day/Year) (Instr. 3, 4 and 5) Owned Ownership (Instr. 8) Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Common

1.291 \$0 Stock, par 06/15/2012 A 1,291 (1)

value \$.01

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities				Secur	ities	(Instr. 5)	Bene
	Derivative							(Instr. 3 and 4)			Own
	Security			Acquired							Follo
					(A) or						Repo
					Disposed						Trans
				of (D) (Instr. 3, 4, and 5)							(Instr
									A 4		
									Amount		
						Date Exercisable	Expiration Date	or Title Number of			
				C 1 17	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other ANDERSEN ERIC C. X 111 WEST CONGRESS STREET CHARLES TOWN, WV 25414

Signatures

/s/ Harry T. Wilkins, 06/22/2012 Attorney-in-Fact

**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).

Under the directors' compensation policy for non-employee directors of American Public Education, Inc. (the "Company"), the Company's compensation committee annually grants each non-employee director an award of restricted common stock of the Company

(1) having a value of \$41,750 on the date of grant. The shares vest on the earlier of May 11, 2013 and immediately prior to the 2013 annual meeting of stockholders. Because Mr. Andersen did not begin his term of service along with the other directors of American Public Education, Inc. on May 11, 2012, his award has been prorated accordingly to account for his comparatively shorter term of service.

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.

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