

ITT EDUCATIONAL SERVICES INC
 Form 4
 April 03, 2006

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 *
 CHAMPAGNE RENE R

2. Issuer Name and Ticker or Trading Symbol
 ITT EDUCATIONAL SERVICES INC [ESI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 13000 NORTH MERIDIAN STREET

3. Date of Earliest Transaction (Month/Day/Year)
 04/03/2006

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

(Street)
 CARMEL,, IN 46032

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 04/03/2006 | | S ⁽¹⁾ | 600 D \$ 63.63 | 105,388 ⁽²⁾ | D | |
| Common Stock | 04/03/2006 | | S ⁽¹⁾ | 300 D \$ 63.64 | 105,088 ⁽²⁾ | D | |
| Common Stock | 04/03/2006 | | S ⁽¹⁾ | 700 D \$ 63.65 | 104,388 ⁽²⁾ | D | |
| Common Stock | 04/03/2006 | | S ⁽¹⁾ | 300 D \$ 63.66 | 104,088 ⁽²⁾ | D | |
| Common Stock | 04/03/2006 | | S ⁽¹⁾ | 500 D \$ 63.67 | 103,588 ⁽²⁾ | D | |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|----------|------------------------|---|
| Common Stock | 04/03/2006 | S ⁽¹⁾ | 200 | D | \$ 63.68 | 103,388 ⁽²⁾ | D |
| Common Stock | 04/03/2006 | S ⁽¹⁾ | 100 | D | \$ 63.69 | 103,288 ⁽²⁾ | D |
| Common Stock | 04/03/2006 | S ⁽¹⁾ | 100 | D | \$ 63.7 | 103,188 ⁽²⁾ | D |
| Common Stock | 04/03/2006 | S ⁽¹⁾ | 500 | D | \$ 63.73 | 102,688 ⁽²⁾ | D |
| Common Stock | 04/03/2006 | S ⁽¹⁾ | 700 | D | \$ 63.75 | 101,988 ⁽²⁾ | D |
| Common Stock | 04/03/2006 | S ⁽¹⁾ | 100 | D | \$ 63.79 | 101,888 ⁽²⁾ | D |
| Common Stock | 04/03/2006 | S ⁽¹⁾ | 200 | D | \$ 63.81 | 101,688 ⁽²⁾ | D |
| Common Stock | 04/03/2006 | S ⁽¹⁾ | 500 | D | \$ 63.83 | 101,188 ⁽²⁾ | 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.

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(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. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHAMPAGNE RENE R
13000 NORTH MERIDIAN STREET X
CARMEL,, IN 46032

Chairman and CEO

Signatures

Clark D. Elwood, Attorney-In-Fact for Rene R.
Champagne

04/03/2006

__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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 1, 2006.
 - (2) This total does not include 10,846 shares of ESI common stock beneficially owned under the ESI 401(k) Plan on April 1, 2006.

Remarks:

This is the second of two Form 4s filed by the reporting person for transactions that occurred on April 3, 2006. Due to software

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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