

ITT EDUCATIONAL SERVICES INC
 Form 4
 May 23, 2005

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 *
 BLUM CAPITAL PARTNERS LP

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)
 909 MONTGOMERY STREET, SUITE 400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/19/2005

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

SAN FRANCISCO, CA 94133

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/19/2005 | | P | | 300 | A | \$ 43.63 |
| Common Stock | | | | | | | 536,800 |
| Common Stock | | | | | | | 380,800 |
| Common Stock | | | | | | | 617,491 |
| Common Stock | | | | | | | 157,400 |
| Common Stock | 05/19/2005 | | P | | 200 | A | \$ 43.63 |
| | | | | | | | 343,700 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------|-------------------------|----------------------|
| Common Stock | 05/19/2005 | P | 100 | A | \$ 43.63 | 178,500 | D <u>(6)</u> <u>(9)</u> | |
| Common Stock | | | | | | 105,409 | D <u>(7)</u> <u>(9)</u> | |
| Common Stock | | | | | | 129,100 | D <u>(8)</u> <u>(9)</u> | |
| Common Stock | 05/19/2005 | P | 29,492 | A | \$ 43.63 | 3,087,440 | D <u>(10)</u> | |
| Common Stock | 05/19/2005 | P | 608 | A | \$ 43.63 | 63,660 | D <u>(11)</u> | |
| Common Stock | | | | | | 70,700 | I <u>(12)</u> | Indirect <u>(12)</u> |
| Common Stock | | | | | | 70,700 | I <u>(13)</u> | Indirect <u>(13)</u> |

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 Owned Following Reporting Transaction (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 |
| BLUM CAPITAL PARTNERS LP 909 MONTGOMERY STREET SUITE 400 | X |

SAN FRANCISCO, CA 94133

RICHARD C BLUM & ASSOCIATES INC

909 MONTGOMERY STREET

SUITE 400

X

SAN FRANCISCO, CA 94133

BLUM RICHARD C

909 MONTGOMERY STREET

SUITE 400

X

SAN FRANCISCO, CA 94133

BLUM STRATEGIC GP II LLC

909 MONTGOMERY STREET

SUITE 400

X

SAN FRANCISCO, CA 94133

Signatures

/s/ See Attached

05/23/2005

Signature Page

__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) These shares are owned directly by Stinson Capital Partners, L.P.

(2) These shares are owned directly by Stinson Capital Partners II, L.P.

(3) These shares are owned directly by Stinson Capital Partners (QP), L.P.

(4) These shares are owned directly by BK Capital Partners IV, L.P.

(5) These shares are owned directly by the Stinson Capital Partners D, L.P.

(6) These shares are owned directly by the Stinson Capital Partners M, L.P.

(7) These shares are owned directly by Stinson Capital Partners S, L.P.

(8) These shares are owned directly by Stinson Capital Fund (Cayman), Ltd.

These shares may be deemed to be owned indirectly by the following parties: (i) Blum Capital Partners L.P. ("Blum LP"), an investment manager with voting and investment discretion for the investment advisory account described in Note (8), and the general partner of the limited partnerships described in Notes (1), (2), (3), (4), (5), (6) and (7); (ii) Richard C. Blum & Associates, Inc. ("RCBA Inc."), the general partner of Blum LP; and (iii) Richard C. Blum, a significant stockholder and chairman of RCBA Inc. Blum LP, RCBA Inc. and Mr. Blum disclaim beneficial ownership in these shares, except to the extent of any pecuniary interest therein.

(9) These shares are owned directly by Blum Strategic Partners II, L.P. ("Strategic II"). The shares also may be deemed to be owned indirectly by (i) Blum Strategic GP II, L.L.C. ("Blum GP II"), the general partner of Strategic II, and (ii) Richard C. Blum, a managing member of Blum GP II. Both Blum GP II and Mr. Blum disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

(10) These shares are owned directly by Blum Strategic Partners II GmbH & Co. KG ("Strategic II KG"). The shares also may be deemed to be owned indirectly by (i) Blum GP II, the managing limited partner of Strategic II KG, and (ii) Richard C. Blum, a managing member of Blum GP II. Both Blum GP II and Mr. Blum disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

(11) These shares are owned directly by the Virginia Electric and Power Company Qualified Nuclear Decommissioning Trust ("Virginia Electric"). Virginia Electric disclaims membership in a group with any of the Reporting Persons and therefore is not subject to Section 16. Blum LP, a registered investment advisor, has voting and investment discretion with respect to the shares owned by Virginia Electric, but no Reporting Person has a reportable pecuniary interest in any of the shares owned by Virginia Electric.

(12) These shares are owned directly by the Virginia Electric and Power Company Qualified Nuclear Decommissioning Trust ("Virginia Electric"). Virginia Electric disclaims membership in a group with any of the Reporting Persons and therefore is not subject to Section 16. Blum LP, a registered investment advisor, has voting and investment discretion with respect to the shares owned by Virginia Electric, but no Reporting Person has a reportable pecuniary interest in any of the shares owned by Virginia Electric.

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These shares are owned directly by The Nuclear Decommissioning Trust of Dominion Nuclear Connecticut, Inc. ("Dominion Connecticut"). Dominion Connecticut disclaims membership in a group with any of the Reporting Persons and therefore is not subject to (13) Section 16. Blum LP, a registered investment advisor, has voting and investment discretion with respect to the shares owned by Dominion Connecticut, but no Reporting Person has a reportable pecuniary interest in any of the shares owned by Dominion Connecticut.

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.