

ITT EDUCATIONAL SERVICES INC
 Form 4
 January 05, 2010

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)
 12/31/2009

____ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock					947	D	(1) (7)
Common Stock					57,771	D	(2) (7)
Common Stock					106,500	D	(3) (7)
Common Stock					418,900	D	(4) (7)
Common Stock					109,600	D	(5) (7)

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Common Stock						37,700		D <u>(6)</u> <u>(7)</u>	
Common Stock						1,264,288		D <u>(8)</u>	
Common Stock						1,662,125		D <u>(9)</u>	
Common Stock						20,651		D <u>(10)</u>	
Common Stock	12/31/2009		J <u>(11)</u>	29,350	D	\$ 0	0	I <u>(11)</u>	(11)
Common Stock	12/31/2009		J <u>(12)</u>	29,350	D	\$ 0	0	I <u>(12)</u>	(12)

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 Following Reported Transaction (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BLUM CAPITAL PARTNERS LP
909 MONTGOMERY STREET
SUITE 400
SAN FRANCISCO, CA 94133

X

X

RICHARD C BLUM & ASSOCIATES INC
 909 MONTGOMERY STREET
 SUITE 400
 SAN FRANCISCO, CA 94133

Blum Strategic GP III, L.L.C.
 909 MONTGOMERY STREET X
 SUITE 400
 SAN FRANCISCO, CA 94133

Blum Strategic GP IV, L.L.C.
 909 MONTGOMERY STREET X
 SUITE 400
 SAN FRANCISCO, CA 94133

Saddlepoint Partners GP, L.L.C.
 909 MONTGOMERY STREET X
 SUITE 400
 SAN FRANCISCO, CA 94133

Signatures

See Attached
 Signature Page 01/05/2010

 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 Blum Capital Partners, L.P. ("Blum LP"). They may be deemed to be owned indirectly by RCBA Inc., as described in Note (7). RCBA Inc. disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

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

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

(4) These shares are owned directly by Stinson Capital Partners C, L.P.

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

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

(7) These shares may be deemed to be owned indirectly by the following parties: (i) Blum Capital Partners, L.P. ("Blum LP"), the general partner of the limited partnerships described in Notes (2), (3), (4), (5) and (6); and (ii) Richard C. Blum & Associates, Inc. ("RCBA Inc."), the general partner of Blum LP. Blum LP and RCBA Inc. disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

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

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

(10) These shares are owned directly by Saddlepoint Equity, L.L.C. ("Saddlepoint Equity"). The shares also may be deemed to be owned indirectly by (i) Saddlepoint Partners GP, L.L.C. ("Saddlepoint GP"), the managing member of Saddlepoint Equity; (ii) Blum LP, the managing member of Saddlepoint GP; and (iii) RCBA Inc., the general partner of Blum LP. Saddlepoint GP, Blum LP and RCBA Inc.

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disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

As of December 31, 2009, Blum LP, a registered investment advisor, ceased to have voting and investment discretion with respect to the shares of common stock owned by The Nuclear Decommissioning Trust of Dominion Nuclear Connecticut, Inc. ("Dominion Connecticut"). Accordingly, Blum LP no longer reports indirect beneficial ownership of the shares owned by Dominion Connecticut. No Reporting Person had or has a reportable pecuniary interest in any of the shares owned by Dominion Connecticut. Dominion Connecticut disclaims membership in a group with any of the Reporting Persons and therefore is not subject to Section 16.

- (11)
- As of December 31, 2009, Blum LP, a registered investment advisor, ceased to have voting and investment discretion with respect to the shares of common stock owned by Virginia Electric and Power Company Qualified Nuclear Decommissioning Trust ("Virginia Electric"). Accordingly, Blum LP no longer reports indirect beneficial ownership of the shares owned by Virginia Electric. No Reporting Person had or has a reportable pecuniary interest in any of the shares owned by Virginia Electric. Virginia Electric disclaims membership in a group with any of the Reporting Persons and therefore is not subject to Section 16.
- (12)

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.