### Edgar Filing: BOZARTH KELLY - Form 4

DOZADTU VELI V

Form 4	KELL I										
February 20	, 2013										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMMISSION	OMB APPROVAL			
Check th	SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549						OMB Number:	3235-0287			
Form 5 obligation may con	ger o STATEN 16. or Filed pur	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b> <b>SECURITIES</b> Filed pursuant to Section 16(a) of the Securities Exchange Act of 193 Section 17(a) of the Public Utility Holding Company Act of 1935 or Se							Expires: January 3 200 Estimated average burden hours per response 0		
See Instr 1(b).		30(h)	of the Ir	nvestmen	t Compa	ny A	ct of 194(	)			
(Print or Type	Responses)										
BOZARTH KELLY Sy			21 issuer raune und riener or rraung					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(								Director 10% Owner X Officer (give title Other (specify below) below) EVP & Chief Admin. Officer			
				Ionth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
HERNDON	N, VA 20171							Form filed by M Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	e Secu	rities Acqu	iired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. De (Month/Day/Year) 2A. De Execut any (Month			3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or	Price \$	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	02/15/2013			S	255 <u>(1)</u>	D	52.0196	17,619	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.

#### Edgar Filing: BOZARTH KELLY - Form 4

 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
r e e e e e e e e e	Director	10% Owner	Officer	Other		
BOZARTH KELLY			EVP &			
C/O STRAYER EDUCATION INC			Chief			
2303 DULLES STATION BOULEVARD			Admin.			
HERNDON, VA 20171			Officer			
Cianaturaa						

## Signatures

/s/ Mark C. Brown, Attorney-in-Fact

02/20/2013 Date

\*\*Signature of Reporting Person

# **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) Represents the amount of shares sold to cover taxes owed as a result of vesting of previously granted shares of restricted stock.

Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$52.00 to \$52.04, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange

(2) Reporting person undertakes to provide to the issuer, any security holder of the issuer, of the start of the Security start of the Security index of the issuer, of the start of

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.