

WHITNEY INFORMATION NETWORK INC
 Form 4/A
 May 22, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 WHITNEY RUSSELL A

2. Issuer Name and Ticker or Trading Symbol
 WHITNEY INFORMATION NETWORK INC [RUSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/28/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

WHITNEY INFORMATION NETWORK, INC., 1612 E. CAPE CORAL PARKWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/05/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CAPE CORAL, FL 33904

(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	(D)	Price

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

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SEC 1474 (9-02)

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 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 Security (Instr. 3 and 4)
Employee stock options (right to buy)	\$ 4.5	01/28/2004 ⁽¹⁾		A	15,000	01/28/2004 ⁽²⁾ 01/28/2014	Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITNEY RUSSELL A WHITNEY INFORMATION NETWORK, INC. 1612 E. CAPE CORAL PARKWAY CAPE CORAL, FL 33904	X	X	Chairman of the Board	

Signatures

/s/ Russell A. Whitney
05/22/2008

**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) Reported in the Original Form 4 as February 3, 2004. The information reported in Column 6 of Table II has also been amended to reflect the correct Transaction Date.
- (2) The employee stock options were granted pursuant to the issuer's 1998 Stock Option Plan. The vesting schedule therefor is as follows: 25% on grant date; an additional 25% after one year elapsed from grant date; an additional 25% after two years elapsed from grant date; and the final 25% after three years elapsed from grant date.
- (3) Reported in the Original Form 4 as \$4.50.
- (4) Reported in the Original Form 4 as 105,000.

Remarks:

This Form 4/A amends the Form 4 filed by the Reporting Person on February 5, 2004 regarding the grant of 15,000 employee

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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