AMERICAN PUBLIC EDUCATION INC
Form 4
March 05, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ABS CAPITAL PARTNERS IV LP

(Last) (First) (Middle)

400 EAST PRATT STREET, SUITE 910

(Street)

BALTIMORE, MD 21202-3116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AMERICAN PUBLIC EDUCATION INC [APEI]

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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, par value $.01	03/03/2008		S		102,649	D	$ 33.5475	4,082,018	D (1)	
Common Stock, par value $.01	03/03/2008		S		3,437	D	$ 33.5475	136,677	I (1)	By ABS Capital Partners IV-A, LP
Common Stock, par value	03/03/2008		S		5,895	D	$ 33.5475	234,431	I (1)	By ABS Capital Partners

$.01									Offshore, LP
Common Stock, par value $.01	03/03/2008		S	4,019	D	$ 33.5475	159,826	I [(1)]	By ABS Capital Partners IV Special Offshore, LP

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

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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. 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			
	Director	10% Owner	Officer	Other
ABS CAPITAL PARTNERS IV LP 400 EAST PRATT STREET SUITE 910 BALTIMORE, MD 21202-3116	X	X		
ABS CAPITAL PARTNERS IV A LP 400 EAST PRATT STREET SUITE 910 BALTIMORE, MD 21202-3116	X	X		

ABS CAPITAL PARTNERS IV OFFSHORE LP 400 EAST PRATT STREET SUITE 910 BALTIMORE, MD 21202-3116	X	X
ABS CAPITAL PARTNERS IV SPECIAL OFFSHORE LP 400 EAST PRATT STREET SUITE 910 BALTIMORE, MD 21202-3116	X	X

Signatures

Donald B. Hebb, Managing Member of ABS IV, L.L.C the General Partner of ABS Capital Partners IV, L.P.	03/05/2008
**Signature of Reporting Person	Date
Donald B. Hebb, Managing Member of ABS IV, L.L.C the General Partner of ABS Capital Partners IV-A, L.P.	03/05/2008
**Signature of Reporting Person	Date
Donald B. Hebb, Managing Member of ABS IV, L.L.C the General Partner of ABS Capital Partners IV Offshore, L.P.	03/05/2008
**Signature of Reporting Person	Date
Donald B. Hebb, Managing Member of ABS IV, L.L.C the General Partner of ABS Capital Partners IV Special Offshore, L.P.	03/05/2008
**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)	ABS Partners IV L.L.C., as the general partner (the "General Partner") of ABS Capital Partners IV, LP, ABS Capital Partners IV-A, LP, ABS Capital IV Offshore, ABS Capital IV Special Offshore, LP (collectively, the "Funds"), and Donald B. Hebb, Jr., Phillip A. Clough, John D. Stobo, Jr., Frederic G. Emry, Ashoke Goswami, Ralph S. Terkowitz, Timothy T. Weglicki and Laura L. Witt, as the managing members of the General Partner (the "Managers"), are indirect beneficial owners of the reported securities. The General Partner and each of the Managers disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein. The General Partner of the Funds has voting and dispositive power over these shares.

Remarks:

This filing constitutes one of two related filings by the following joint reporting persons with respect to the securities of the iss

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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