

TERKOWITZ RALPH S

Form 4

March 05, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
ABS PARTNERS IV LLC2. Issuer Name **and** Ticker or Trading
Symbol
AMERICAN PUBLIC
EDUCATION INC [APEI]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)400 EAST PRATT STREET, SUITE
9104. 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

(Street)

BALTIMORE, MD 21202-3116

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01	03/03/2008		S	102,649 D \$ 33.5475	4,082,018	I ⁽¹⁾	By ABS Capital Partners IV, LP
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								IV 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
Common Stock, par value \$.01						2,752	I	See Footnote 2 ⁽²⁾

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

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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. Nu Deriv Secur Bene Own 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 PARTNERS IV LLC 400 EAST PRATT STREET SUITE 910 BALTIMORE, MD 21202-3116	X	X		

HEBB DONALD B JR
 400 EAST PRATT STREET
 SUITE 910
 BALTIMORE, MD 21202-3116

X X

STOBO JOHN D JR
 400 EAST PRATT STREET
 SUITE 910
 BALTIMORE, MD 21202-3116

X X

CLOUGH PHILLIP A
 400 EAST PRATT STREET
 SUITE 910
 BALTIMORE, MD 21202-3116

X X

WITT LAURA
 400 EAST PRATT STREET
 SUITE 910
 BALTIMORE, MD 21202-3116

X X

EMRY FREDERIS G III
 400 EAST PRATT STREET
 SUITE 910
 BALTIMORE, MD 21202-3116

X X

WEGICKI TIMOTHY T
 400 EAST PRATT STREET
 SUITE 910
 BALTIMORE, MD 21202

X X

TERKOWITZ RALPH S
 400 E. PRATT STREET
 SUITE 910
 BALTIMORE, MD 21202

X X

GOSWAMI ASHOKE
 400 E. PRATT STREET SUITE 910
 BALTIMORE, MD 21202

X X

Signatures

Phillip A. Clough 03/05/2008

__Signature of Reporting Person

Date

Donald B. Hebb 03/05/2008

__Signature of Reporting Person

Date

Timothy T. Weglicki 03/05/2008

__Signature of Reporting Person

Date

John D. Stobo 03/05/2008

__Signature of Reporting Person

Date

Frederic G. Emry 03/05/2008

__Signature of Reporting Person

Date

Ashoke Goswami 03/05/2008

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<u>Signature of Reporting Person</u>	Date
Ralph S. Terkowitz	03/05/2008
<u>Signature of Reporting Person</u>	Date
Laura L. Witt	03/05/2008
<u>Signature of Reporting Person</u>	Date
Donald B. Hebb, Managing Member of ABS Partners IV, L.L.C.	03/05/2008
<u>Signature of Reporting Person</u>	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.
- (2) Phillip A. Clough and Timothy T. Weglicki each hold 1,376 shares, which include Restricted Stock Awards to each of them of 1,148 shares granted pursuant to the American Public Education, Inc. 2007 Omnibus Incentive Plan. The awards vest on the earlier of the one year anniversary of the date of grant and immediately prior to the 2008 Annual Meeting of stockholders. The General Partner and the other Managers are indirect beneficial owners of the reported securities. The General Partner and each of the Managers disclaim beneficial ownership of the shares owned by Phillip A. Clough and Timothy T. Weglicki except to the extent of their pecuniary interest therein.

Remarks:

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

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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