

ST PIERRE PAUL R
Form 4
January 30, 2009

FORM 4

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

OMB APPROVAL

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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 *
ST PIERRE PAUL R

2. Issuer Name and Ticker or Trading Symbol
CORINTHIAN COLLEGES INC
[COCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6 HUTTON CENTRE
DRIVE, SUITE 400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2009

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

SANTA ANA, CA 92707

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/28/2009 ⁽¹⁾ | 01/28/2009 | M | 20,000 A | \$ 7.4297 | 88,178 ⁽²⁾ | D |
| Common Stock | 01/28/2009 ⁽¹⁾ | 01/28/2009 | S | 20,000 D | \$ 18.2997 | 66,178 ⁽²⁾ | D |

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

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(9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock (right to buy) | \$ 7.4297 | 01/28/2009 ⁽¹⁾ | 01/28/2009 | M | 20,000 ⁽³⁾ | ⁽³⁾ 12/15/2010 | Common Stock | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ST PIERRE PAUL R 6 HUTTON CENTRE DRIVE SUITE 400 SANTA ANA, CA 92707 | X | | | |

Signatures

Diana Scherer, Attorney-in-Fact for Paul St. Pierre
 01/30/2009
 **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) The transaction identified by Footnote 1 on this Form 4 were effected pursuant to a pre-planned trading plan established in reliance on Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (2) Includes 66,678 shares beneficially owned by the Reporting Person indirectly through the Paul R. St. Pierre and Nancy E. St. Pierre U/D/T dated March 31, 2009.
- (3) These options were vested in four equal installments on December 15, 2001, December 15, 2002, December 15, 2003 and December 15, 2004.

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.