

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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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 *
ABS PARTNERS IV LLC

2. 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 910

03/03/2008

(Street)

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

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01	03/03/2008		S		102,649	D	\$ 33.5475	4,082,018	I (1)	By ABS Capital Partners IV, LP
Common Stock, par value \$0.01	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

Common Stock, par value \$0.01	03/03/2008	S	4,019	D	\$ 33.5475	159,826	I ⁽¹⁾	IV Offshore, LP By ABS Capital Partners IV Special Offshore, LP
Common Stock, par value \$0.01						2,752	I	See Footnote 2 ⁽²⁾

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.

SEC 1474 (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...
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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		

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**Signature of Reporting Person	Date
Ralph S. Terkowitz	03/05/2008
**Signature of Reporting Person	Date
Laura L. Witt	03/05/2008
**Signature of Reporting Person	Date
Donald B. Hebb, Managing Member of ABS Partners IV, L.L.C.	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.

(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.

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.