

WILFORD THOMAS J  
Form 4  
December 10, 2009

**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

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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 \*  
WILFORD THOMAS J

2. Issuer Name and Ticker or Trading Symbol  
K12 INC [LRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
P.O. BOX 70  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/08/2009

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

BOISE, ID 83707  
  
(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/08/2009		M	504	A \$ 6.83	504	D
Common Stock	12/08/2009		S <sup>(1)</sup>	504	D \$ 19.18	0	D
Common Stock	12/08/2009		S <sup>(1)</sup>	8,396	D \$ 19.18	246,638	I Alscott Investments, LLC
Common Stock	12/09/2009		M	1,087	A \$ 6.83	1,087	D
Common Stock	12/09/2009		S <sup>(1)</sup>	1,087	D \$	0	D

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Stock						19.18			
						<u>(3)</u>			
Common Stock	12/09/2009		S <sup>(1)</sup>	18,113	D	\$ 19.18	228,525	I	Alscott Investments, LLC
						<u>(3)</u>			
Common Stock	12/10/2009		M	278	A	\$ 6.83	278	D	
Common Stock	12/10/2009		S <sup>(1)</sup>	278	D	\$ 19.23	0	D	
						<u>(4)</u>			
Common Stock	12/10/2009		S <sup>(1)</sup>	4,622	D	\$ 19.23	223,903	I	Alscott Investments, LLC
						<u>(4)</u>			

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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.83	12/08/2009		M	504	03/31/2008 03/31/2012	Common Stock	504
Employee Stock Option (right to buy)	\$ 6.83	12/09/2009		M	298	03/31/2008 03/31/2012	Common Stock	298
	\$ 6.83	12/09/2009		M	789	03/31/2009 03/31/2013		789

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 6.83	12/10/2009	M	278	03/31/2009	03/31/2013		Common Stock	278

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILFORD THOMAS J P.O. BOX 70 BOISE, ID 83707		X		

## Signatures

/s/ Christopher R. Ryan,  
attorney-in-fact

12/10/2009

\*\*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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 11, 2009.  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.16 to \$19.22, inclusive. The reporting person undertakes to provide to K12 Inc., any security holder of K12 Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote
  - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.16 to \$19.28, inclusive. The reporting person undertakes to provide to K12 Inc., any security holder of K12 Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
  - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.16 to \$19.38, inclusive. The reporting person undertakes to provide to K12 Inc., any security holder of K12 Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
  - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.16 to \$19.38, inclusive. The reporting person undertakes to provide to K12 Inc., any security holder of K12 Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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.