

LINCOLN EDUCATIONAL SERVICES CORP  
 Form 4/A  
 June 02, 2006

**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 \*  
 CARNEY DAVID F

2. Issuer Name and Ticker or Trading Symbol  
 LINCOLN EDUCATIONAL SERVICES CORP [LINC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 CEO and Chairman of the Board

(Last) (First) (Middle)  
 200 EXECUTIVE DRIVE, SUITE 340  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/09/2006

WEST ORANGE, NJ 07052

4. If Amendment, Date Original Filed (Month/Day/Year)  
 05/11/2006

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/09/2006		M	A	\$ 3.1	237,751	D
Common Stock	05/09/2006		F	D	\$ 16.9	215,288	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options	\$ 3.1	05/09/2006		M	40,246	01/01/2002 01/01/2012	Common Stock 40,246
Employee Stock Options	\$ 3.1	05/09/2006		M	30,604	01/01/2003 01/01/2012	Common Stock 30,604
Employee Stock Options	\$ 3.1	05/09/2006		M	16,129	01/01/2004 01/01/2012	Common Stock 16,129
Employee Stock Options	\$ 3.1	05/09/2006		M	16,129	04/15/2004 01/01/2012	Common Stock 16,129
Employee Stock Options	\$ 3.1	05/09/2006		M	16,129	01/01/2005 01/01/2012	Common Stock 16,129
Employee Stock Options	\$ 3.1	05/09/2006		M	3,226	04/15/2005 01/01/2012	Common Stock 3,226

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARNEY DAVID F 200 EXECUTIVE DRIVE, SUITE 340 WEST ORANGE, NJ 07052			CEO and Chairman of the Board	

## Signatures

/s/ David F.  
Carney

06/02/2006

\*\*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).

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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