

ITT EDUCATIONAL SERVICES INC
Form 4
January 02, 2003

FORM 4

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

OMB APPROVAL

_ 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

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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

Filed By Romeo & Dye's Instant Form 4 Filer
www.section16.net

1. Name and Address of Reporting Person* Dean, John E.			2. Issuer Name and Ticker or Trading Symbol ITT Educational Services, Inc. ESI				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 01-01-03		<input checked="" type="checkbox"/> Director	—		
1101 Vermont Avenue, NW, Suite 400							<input type="checkbox"/> 10% Owner	—		
(Street)			5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					
Washington, DC 20005										
(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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock	01-01-03		A		382 ⁽¹⁾	A	\$23.55	14,498	D	
								900	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned	10. Ownership Form of Deriv-	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Security	(Month/Day/Year)	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)				Following Reported Transaction(s) (Instr. 4)	ative Security: Direct (D) or Indirect (I) (Instr. 4)
				(Instr. 3, 4 & 5)	Code	V	(A)		

Explanation of Responses:

- (1) Shares of common stock not yet issued but credited to the reporting person's deferred share account under the ESI Non-Employee Director Deferred Compensation Plan. The shares of common stock will be paid to the reporting person upon the termination of the reporting person's service as an outside director for any reason, including retirement or death.
- (2) The reporting person's Power of Attorney is attached hereto as an Exhibit.

By: /s/ **Clark D. Elwood** **January 2, 2003**
Attorney-In-Fact for John E. Dean (2) Date
 **Signature of Reporting Person

**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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POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Clark D. Elwood (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or (3) take any other action of any type whatsoever in connection with the foregoing which, in the o The undersigned hereby grants to each such attorney-in-fact full power and authority to do and pe

This Power of Attorney shall remain in full force and effect until the undersigned is no longer r

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2

Signature /s/ John E. Dean

Print Name John E. Dean