

APOLLO EDUCATION GROUP INC

Form 4

September 04, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Martin Sean

2. Issuer Name **and** Ticker or Trading
Symbol
APOLLO EDUCATION GROUP
INC [APOL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

4025 S. RIVERPOINT PKWY

(Street)

PHOENIX, AZ 85040

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
09/02/2014

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Class A Common Stock				(A) or (D)	136,175 ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	D	
Class A Common Stock	09/02/2014		S ⁽⁶⁾	3,100	D		
				\$	28.1026	4,088	I
				⁽⁷⁾			
							Martin Family Trust U/A Dtd 1/21/10 ⁽⁸⁾

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**

SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Martin Sean 4025 S. RIVERPOINT PKWY PHOENIX, AZ 85040	SVP, General Counsel

Signatures

By Brian L. Swartz for Sean Martin 09/04/2014

__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) Includes (i) 37,024 shares of the Issuer's Class A common stock subject to Restricted Stock Units ("RSUs") granted August 12, 2014, (ii) 12,345 shares of the Issuer's Class A common stock subject to RSUs granted August 12, 2014, (iii) 24,930 shares of the Issuer's Class A common stock subject to RSUs granted August 13, 2013, (iv) 46,860 shares of the Issuer's Class A common stock subject to RSUs granted August 13, 2013, (v) 9,494 shares of the Issuer's Class A common stock subject to RSUs granted July 2, 2012, (vi) 3,266 shares of the Issuer's Class A common stock subject to RSUs granted July 6, 2011, and (vii) 2,256 shares of the Issuer's Class A common stock subject to RSUs granted October 15, 2010. (footnote continued below)
- (2) (continued from footnote 1 above) The 37,024 shares listed in (i) above will be issued when those units vest (subject to an initial performance-vesting requirement) in a series of four successive equal installments upon the Reporting Person's continuation in service with the Issuer through each of the August 31, 2015, August 12, 2016, August 12, 2017, and August 12, 2018 vesting dates. The 12,345 shares listed in (ii) above will be issued when those units vest (subject to an initial performance-vesting requirement) in a series of three successive installments over the Reporting Person's period of service with the Issuer as follows: 20% of the RSUs will vest upon the Reporting Person's continuation in service through the August 31, 2015 vesting date, and the balance will vest in two successive equal annual installments upon the Reporting Person's continuation in service through each of the August 12, 2016 and August 12, 2017 vesting

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dates. (footnote continued below)

(continued from footnote 2 above) The 24,930 shares listed in (iii) above will be issued when those units vest (subject to an initial performance-vesting requirement) in a series of three successive installments over the Reporting Person's period of service with the Issuer as follows: 20% of the RSUs will vest upon the Reporting Person's continuation in service through the August 31, 2014 vesting date, and the balance will vest in two successive equal annual installments upon the Reporting Person's continuation in service through each of the August 13, 2015 and August 13, 2016 vesting dates. The 46,860 shares listed in (iv) above will be issued when those units vest (subject to an initial performance-vesting requirement) in a series of four successive equal installments upon the Reporting Person's continuation in service with the Issuer through each of the August 31, 2014, August 13, 2015, August 13, 2016, and August 13, 2017 vesting dates. (footnote continued below)

(3)

(4)

(continued from footnote 3 above) The 9,494 shares listed in (v) above will be issued when those units vest in a series of two successive equal installments upon the Reporting Person's continuation in service with the Issuer through each of the July 2, 2015 and July 2, 2016 vesting dates. The 3,266 shares listed in (vi) above will be issued when those units vest upon the Reporting Person's continuation in service with the Issuer through the July 6, 2015 vesting date. The 2,256 shares listed in (vii) above will be issued when those units vest upon the Reporting Person's continuation in service with the Issuer through the October 15, 2014 vesting date. All of the RSUs are subject to accelerated vesting upon certain changes in ownership or control of the Issuer.

(5)

Does not include (i) 5,781 target shares of the Issuer's Class A common stock subject to the performance share award made to the Reporting Person on July 2, 2012, (ii) 594 target shares of the Issuer's Class A common stock subject to the performance share award made to the Reporting Person on October 5, 2011, or (iii) 3,162 target shares of the Issuer's Class A common stock subject to the performance share award made to the Reporting Person on July 6, 2011. Those awards will not actually convert into any shares of the Issuer's Class A common stock unless the applicable performance goals are attained at threshold level or above.

(6) The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 25, 2013.

Represents the weighted average sale price per share. The actual sale prices ranged from a low of \$27.95 to a high of \$28.24. The

(7) Reporting Person will provide upon request by the Securities and Exchange Commission, the Issuer or any security holder of the Issuer full information regarding the number of shares sold at each separate price.

(8) By self as co-trustee and beneficiary of the Martin Family Trust U/A dated January 21, 2010.

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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