

SPERLING JOHN G

Form 4

November 02, 2009

**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

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SPERLING JOHN G

(Last) (First) (Middle)

4025 S. RIVERPOINT PKWY

(Street)

PHOENIX, AZ 85040

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/29/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Exec Chrnm of the Board

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)
Class A Common Stock	10/29/2009		F	1,511 (1)	D \$ 58.15	2,001,502 (2) (3)	D
Class A Common Stock					1,578,036	I	Aurora Foundation (4)
Class A Common Stock					1,357,339	I	John Sperling 1994 Irrevocable Trust (5)

Class A  
Common  
Stock

10,848,427 I

John  
Sperling  
Revocable  
Trust <sup>(6)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Deriv Secur Bene Own Follo Repo Trans (Instr
				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
SPERLING JOHN G 4025 S. RIVERPOINT PKWY PHOENIX, AZ 85040	X	X	Exec Chrmn of the Board	

## Signatures

by Joseph L. D'Amico for John G.  
Sperling 11/02/2009

                    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) Represents shares of the Issuer's Class A common stock withheld to satisfy the Reporting Person's tax withholding obligation upon the vesting of restricted stock units and the issuance of the underlying shares of Class A common stock.

(2)

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Includes (i) 25,000 shares of the Issuer's Class A common stock subject to restricted stock units (RSUs) granted July 3, 2007, (ii) 6,834 shares of the Issuer's Class A common stock subject to RSUs granted October 31, 2008, and (iii) 31,852 shares of the Issuer's Class A common stock subject to RSUs granted July 2, 2009. The 25,000 shares underlying the July 3, 2007 RSUs will be issued when those units vest in two successive equal installments upon the Reporting Person's continuation in service with the Issuer through each of the August 31, 2010 and August 31, 2011 vesting dates. The 6,834 shares underlying the October 31, 2008 RSUs will be issued when those units vest in two successive equal installments upon the Reporting Person's continuation in service with the Issuer through each of the August 31, 2010 and August 31, 2011 vesting dates. (footnote continued below)

(3) (continued from Note 2 above). The 31,852 shares underlying the July 2, 2009 RSUs will be issued as those units vest (subject to an initial performance-vesting requirement) in four successive equal installments on each of the August 31, 2010, July 2, 2011, July 2, 2012 and July 2, 2013 vesting dates. All of the RSUs are subject to accelerated vesting upon certain changes in ownership or control of the Issuer.

(4) By self as trustee of the Aurora Foundation dated May 22, 1997.

(5) By self as co-trustee and beneficiary of the John Sperling 1994 Irrevocable Trust dated April 27, 1994.

(6) By self as trustee and beneficiary of the John Sperling Revocable Trust dated January 31, 1995.

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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