

D'Amico Joseph Lawrence  
 Form 4  
 November 02, 2009

**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 \*  
 D'Amico Joseph Lawrence

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 4025 S. RIVERPOINT PKWY  
 (Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President and COO

PHOENIX, AZ 85040  
 (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 Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Class A Common Stock	10/29/2009		F	D	1,617 (1)		\$ 58.15	70,584 (2) (3) (4)	D

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D'Amico Joseph Lawrence 4025 S. RIVERPOINT PKWY PHOENIX, AZ 85040			President and COO	

## Signatures

Joseph L.  
D'Amico

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.  
Includes (i) 20,000 shares of the Issuer's Class A common stock subject to restricted stock units (RSUs) granted July 3, 2007, (ii) 3,657 shares of the Issuer's Class A common stock subject to RSUs granted October 31, 2008 and (iii) 11,968 shares of the Issuer's Class A common stock subject to RSUs granted July 2, 2009. The 20,000 shares underlying the July 3, 2007 RSUs will be issued when those units vest upon the Reporting Person's continuation in service with the Issuer through June 15, 2010. The 3,657 shares underlying the October 31, 2008 RSUs will be issued when those units vest upon the Reporting Person's continuation in service with the Issuer through June 15, 2010. (footnote continued below)
- (2) (continued from Note 2 above). The 11,968 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 upon the Reporting Person's continuation in service with the Issuer through 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.
- (3) Also includes 209 shares of the Issuer's Class A common stock acquired under the Issuer's Employee Stock Purchase Plan on July 8, 2009 and 183 shares of the Issuer's Class A common stock acquired under the Issuer's Employee Stock Purchase Plan on October 7, 2009.

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.