

APOLLO GROUP INC
Form 4
January 17, 2008

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 *
SPERLING JOHN G

(Last) (First) (Middle)
4615 EAST ELWOOD STREET
(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)
01/15/2008

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)
Acting Exec Chrmn 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)
				(A) or (D)	Price		
Class A Common Stock	01/15/2008		S	25,000	D \$ 79.0589	16,079,468 (1)	D
Class A Common Stock	01/15/2008		S	25,000	D \$ 79.479	16,054,468 (1)	D
Class A Common Stock	01/15/2008		S	25,000	D \$ 79.6023	16,029,468 (1)	D
Class A Common	01/15/2008		S	30,825	D \$ 79.7611	15,998,643 (1)	D

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Stock								
Class A Common Stock	01/15/2008	S	25,000	D	\$ 80.2916	15,973,643 <u>(1)</u>	D	
Class A Common Stock	01/15/2008	S	25,000	D	\$ 80.1153	15,948,643 <u>(1)</u>	D	
Class A Common Stock	01/15/2008	S	25,000	D	\$ 79.9887	15,923,643 <u>(1)</u>	D	
Class A Common Stock	01/15/2008	S	25,000	D	\$ 80.6465	15,898,643 <u>(1)</u>	D	
Class A Common Stock	01/15/2008	S	25,000	D	\$ 80.3804	15,873,643 <u>(1)</u>	D	
Class A Common Stock	01/15/2008	S	25,000	D	\$ 79.7802	2,323,886 <u>(2)</u>	I	Aurora Foundation <u>(3)</u>
Class A Common Stock	01/15/2008	S	25,000	D	\$ 80.256	2,298,886 <u>(2)</u>	I	Aurora Foundation <u>(3)</u>
Class A Common Stock	01/15/2008	S	25,000	D	\$ 80.1105	2,273,886 <u>(2)</u>	I	Aurora Foundation <u>(3)</u>
Class A Common Stock	01/15/2008	S	25,000	D	\$ 79.9919	2,248,886 <u>(2)</u>	I	Aurora Foundation <u>(3)</u>
Class A Common Stock	01/15/2008	S	25,000	D	\$ 80.6479	2,223,886 <u>(2)</u>	I	Aurora Foundation <u>(3)</u>
Class A Common Stock	01/15/2008	S	25,000	D	\$ 80.4344	2,198,886 <u>(2)</u>	I	Aurora Foundation <u>(3)</u>
Class A Common Stock	01/15/2008	S	25,000	D	\$ 79.4417	2,173,886 <u>(2)</u>	I	Aurora Foundation <u>(3)</u>
Class A Common Stock						1,357,339	I	JGS Irrevocable <u>(4)</u>
Class A Common Stock						585,974	I	JGS Revocable Trust <u>(5)</u>

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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)

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 Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPERLING JOHN G 4615 EAST ELWOOD STREET PHOENIX, AZ 85040	X	X	Acting Exec Chrmn of the Board	

Signatures

By: Joseph L. D'Amico For: John G. Sperling 01/17/2008

__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 50,000 shares of the Issuer's Class A common stock underlying restricted stock units awarded to the Reporting Person. The reported holdings have not been adjusted downward to reflect certain gifts of Class A common stock made by the Reporting Person during the fiscal year which began on September 1, 2007. Those gifts are eligible for deferred reporting on the Form 5 report to be filed for that fiscal year on or before October 15, 2008.
 - (2) The Aurora Foundation is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code. Accordingly, the Reporting Person disclaims any pecuniary interest in the shares subject to this transaction.
 - (3) By self as trustee of the Aurora Foundation dated May 22, 1997.
 - (4) By self as co-trustee and beneficiary of the John Sperling 1994 Irrevocable Trust dated April 27, 1994.

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(5) By self as trustee and beneficiary of the John G. 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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