

APPADOO RAPH
Form 4/A
August 22, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
APPADOO RAPH

2. Issuer Name and Ticker or Trading Symbol
LAUREATE EDUCATION, INC.
[LAUR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
650 SOUTH EXETER STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President

BALTIMORE, MD 21202

4. If Amendment, Date Original Filed(Month/Day/Year)
08/17/2007

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 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 (D) Price			
Common Stock	08/17/2007		D ⁽¹⁾	14,298 <u>(1) (3)</u>	D \$ 62 0	D	
Common Stock					0 ⁽⁴⁾	I	Held in Company 401(k) Plan

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

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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. Amount or Number of Shares
Options	\$ 3.33	08/17/2007		D ⁽⁵⁾	249,741	(2) (2)	Common Stock	249,741
Options	\$ 17.54	08/17/2007		D ⁽⁵⁾	138,750	(2) (2)	Common Stock	138,750
Options	\$ 46.37	08/17/2007		D ⁽⁵⁾	100,000	(2) (2)	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APPADOO RAPH 650 SOUTH EXETER STREET BALTIMORE, MD 21202			President	

Signatures

Raph Appadoo 08/22/2007
 **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) Mr. Appadoo were cancelled in exchange for his right to receive merger consideration of \$62 per share. A Form 4 was filed for this transaction on August 22, 2007.
 - (2) Not applicable. Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all outstanding options of Issuer were cancelled.
 - (3) The original filing made in connection with this disposition failed to account for the 8,202 shares which had been cancelled on July 12, 2007 in order to pay taxes in connection with the vesting of 22,500 shares of restricted stock upon change of control of the Issuer.
 - (4) The original filing made in connection with this disposition failed to account for the fact that Mr. Appadoo had tendered the shares of stock held in his 401(k) Plan account on July 6, 2007. A Form 4 was filed on July 10, 2007 to report this tender.
 - (5) Upon effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all vested and exercisable options to purchase shares of Issuer were cancelled in exchange for the holder's right to receive cash consideration for each option in an amount equal to the difference between \$62 and the per option exercise price, which consideration will be paid to the holder on or before August 24, 2007.

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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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