

GILLIGAN J KEVIN

Form 4

March 05, 2019

**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 \*  
**GILLIGAN J KEVIN**

2. Issuer Name **and** Ticker or Trading  
 Symbol  
**Strategic Education, Inc. [STRA]**

5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

(Last) (First) (Middle)

2303 DULLES STATION BLVD

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/01/2019

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

Executive Vice Chairman

(Street)

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

HERNDON, VA 20171

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2019		M		29,684	A	\$ 74.75 81,569
Common Stock	03/01/2019		M		44,484	A	\$ 51.96 126,053
Common Stock	03/01/2019		M		17,634	A	\$ 87.66 143,687
Common Stock	03/01/2019		F		64,716	D	\$ 144.61 78,971

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 74.75	03/01/2019		M		29,684		<u>(1)</u>	02/18/2025	Common Stock	29,684
Employee Stock Option (right to buy)	\$ 51.96	03/01/2019		M		44,484		<u>(2)</u>	02/21/2026	Common Stock	44,484
Employee Stock Option (right to buy)	\$ 87.66	03/01/2019		M		17,634		<u>(3)</u>	02/27/2027	Common Stock	17,634

## Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
GILLIGAN J KEVIN 2303 DULLES STATION BLVD HERNDON, VA 20171	X		Executive Vice Chairman	

## Signatures

/s/ Daniel W. Jackson,  
Attorney-in-Fact

03/05/2019

\_\_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) This option became exercisable in four equal annual installments beginning on February 19, 2016, which was the first anniversary of the date on which the option was granted.
- (2) This option became exercisable in four equal annual installments beginning on February 22, 2017, which was the first anniversary of the date on which the option was granted.
- (3) This option became exercisable in four equal annual installments beginning on February 27, 2018, which was the first anniversary of the date on which the option was granted.

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.