

Cappellucci David F  
 Form 4  
 June 06, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 Cappellucci David F

2. Issuer Name and Ticker or Trading Symbol  
 CAMBIUM LEARNING GROUP, INC. [ABCD]

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

(Last) (First) (Middle)  
 C/O CAMBIUM LEARNING GROUP, INC., 24 PRIME PARKWAY SUITE 303  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/02/2011

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

NATICK, MA 01760  
 (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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, \$0.001 par value	06/02/2011		P	5,000	A \$ 3,2178	25,000	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)

Table with columns: 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 Beneficially (Instr. 5), 10. Reporting Person's Ownership Percentage (Instr. 5), 11. Derivative Security Description (Instr. 5), 12. Date of Acquisition or Disposition (Instr. 3, 4, and 5), 13. Date of Reporting (Instr. 3, 4, and 5), 14. Title of Reporting Person (Instr. 3, 4, and 5), 15. Date of Reporting (Instr. 3, 4, and 5), 16. Date of Reporting (Instr. 3, 4, and 5), 17. Date of Reporting (Instr. 3, 4, and 5), 18. Date of Reporting (Instr. 3, 4, and 5), 19. Date of Reporting (Instr. 3, 4, and 5), 20. Date of Reporting (Instr. 3, 4, and 5).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for Cappellucci David F, C/O CAMBIUM LEARNING GROUP, INC., 24 PRIME PARKWAY SUITE 303, NATICK, MA 01760, with relationship marked as Director (X) and Officer (President).

Signatures

/s/ David F. Cappellucci, By: Todd W. Buchardt, Esq., Attorney-in-Fact, 06/06/2011
\*\*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).
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.