

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-11** | Period of Report: **2012-05-14**  
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### REPORTING OWNER

#### **GAREN ERIC R**

CIK: [1024643](#) | State of Incorporation: **CA** | Fiscal Year End: **1231**  
Type: **4/A** | Act: **34** | File No.: [000-27248](#) | Film No.: [13526413](#)

Mailing Address  
*1805 LIBRARY STREET  
SUITE 300  
RESTON VA 20190*

### ISSUER

#### **LEARNING TREE INTERNATIONAL INC**

CIK: [1002037](#) | IRS No.: [953133814](#) | State of Incorporation: **DE** | Fiscal Year End: **0928**  
SIC: **8200** Educational services

Mailing Address  
*1805 LIBRARY STREET  
RESTON VA 20190*

Business Address  
*1805 LIBRARY STREET  
RESTON VA 20190  
7037099119*

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: 02/28/2011  
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person <b>GAREN ERIC R</b>			2. Issuer Name and Ticker or Trading Symbol <b>LEARNING TREE INTERNATIONAL INC [LTRE]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/14/2012</b>		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
C/O LEARNING TREE INTERNATIONAL, INC., 1805 LIBRARY STREET, #300			4. If Amendment, Date Original Filed(Month/Day/Year) <b>03/15/2012</b>			
(Street) <b>RESTON, VA 20190</b>						
(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	05/14/2012		<u>G</u>		213,000 <sup>(1)</sup> <sup>(2)</sup>	D	\$ 0	3,300,105	I	See footnotes <sup>(1)</sup> <sup>(2)</sup>
Common Stock	05/14/2012		<u>G</u>		213,000 <sup>(1)</sup> <sup>(2)</sup>	D	\$ 0	3,300,105	I	See footnotes <sup>(1)</sup> <sup>(2)</sup>
Common Stock	06/04/2012 <sup>(3)</sup>		<u>G</u>		812,958 <sup>(4)</sup> <sup>(5)</sup>	D	\$ 0	3,300,105	I	See footnotes <sup>(4)</sup> <sup>(5)</sup>
Common Stock	06/04/2012 <sup>(3)</sup>		<u>G</u>		812,958 <sup>(4)</sup> <sup>(5)</sup>	D	\$ 0	3,300,105	I	See footnotes <sup>(4)</sup> <sup>(5)</sup>
Common Stock	08/16/2012		<u>G</u>		780,000 <sup>(6)</sup> <sup>(7)</sup>	D	\$ 0	3,300,105	I	See footnotes <sup>(6)</sup> <sup>(7)</sup>
Common Stock	08/16/2012		<u>G</u>		780,000 <sup>(6)</sup> <sup>(7)</sup>	D	\$ 0	3,300,105	I	See footnotes <sup>(6)</sup> <sup>(7)</sup>

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

1. Title of Derivative	2. Conversion or Exercise	3. Transaction Date	3A. Deemed Execution	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities	8. Price of Derivative	9. Number of Derivative Securities	10. Ownership Form of	11. Nature of Indirect Beneficial
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Security (Instr. 3)	Price of Derivative Security	(Month/Day/Year)	Date, if any (Month/Day/Year)	Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Underlying Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date				

**Explanation of Responses:**

- Reflects a change in the form of beneficial ownership of 213,000 shares which are being transferred as follows: 106,500 shares to the Garen Family Trust from the Eric R. Garen 2011 Annuity Trust #1 and 106,500 to the Garen Family Trust from the Nancy Garen 2011 Annuity Trust #1. Following the transfers resulting in the change of beneficial ownership, Mr. Garen's beneficial ownership of shares includes: (i) 43,500 shares held by each of the Eric R. Garen 2011 Annuity Trust #1 and the Nancy Garen Annuity Trust #1; (ii) 410,637 shares held by each of the Eric R. Garen 2011 Annuity Trust #2 and the Nancy Garen 2011 Annuity Trust #2; (iii) 218,808 shares held by Garen Family Foundation, a Section 501(c)(3) exempt private foundation of which the Reporting Person and his spouse are co-trustees and disclaim beneficial ownership; (Continued in footnote 2)
- (iv) 154,999 shares held by Garen Dynasty Trust ("Dynasty Trust"), an irrevocable DE trust, of which Mr. Garen lacks voting and disposition power with respect to, and disclaims beneficial ownership of, all such shares; (v) 496,033 shares held by the Nicole Suzanne Garen Family Trust, an irrevocable CA trust, of which Mr. Garen lacks voting and disposition power with respect to, and disclaims beneficial ownership of, all such shares; (vi) 496,033 shares held by the Steven Robert Garen Family Trust, an irrevocable CA trust, of which Mr. Garen lacks voting and disposition power with respect to, and disclaims beneficial ownership of, all such shares; and (vii) 213,000 shares held by the Garen Family Trust.
- The transfer reported on the reporting person's Form 4 dated March 14, 2012 were not finalized until June 4, 2012.
- Reflects a change in the form of beneficial ownership of 812,958 shares which are being transferred as follows: 25,000 shares from Eric R. Garen to the Eric R. Garen 2009 Annuity Trust #3, 25,000 shares from Nancy Garen to the Nancy Garen 2009 Annuity Trust #3, 418,979 shares from Nancy Garen to Garen Capital Partners, a family partnership, and 343,979 shares to the Garen Capital Partners, a family partnership. Following the transfers resulting in the change of beneficial ownership, Mr. Garen's beneficial ownership of shares includes: (i) 43,500 shares held by each of the Eric R. Garen 2011 Annuity Trust #1 and the Nancy Garen Annuity Trust #1; (ii) 410,637 shares held by each of the Eric R. Garen 2011 Annuity Trust #2 and the Nancy Garen 2011 Annuity Trust #2; (iii) 25,000 shares held by each of the Eric R. Garen 2009 Annuity Trust #3 and the Nancy Garen 2009 Annuity Trust #3; (Continued in footnote 5)
- (iv) 218,808 shares held by Garen Family Foundation, a Section 501(c)(3) exempt private foundation of which the Reporting Person and his spouse are co-trustees and disclaim beneficial ownership; (v) 762,958 shares held by Garen Capital Partners, a family partnership; (vi) 154,999 shares held by Garen Dynasty Trust ("Dynasty Trust"), an irrevocable DE trust, of which Mr. Garen lacks voting and disposition power with respect to, and disclaims beneficial ownership of, all such shares; (vii) 496,033 shares held by the Nicole Suzanne Garen Family Trust, an irrevocable CA trust, of which Mr. Garen lacks voting and disposition power with respect to, and disclaims beneficial ownership of, all such shares; (viii) 496,033 shares held by the Steven Robert Garen Family Trust an irrevocable CA trust, of which Mr. Garen lacks voting and disposition power with respect to, and disclaims beneficial ownership of, all such shares; and (ix) 213,000 shares held by the Garen Family Trust.
- Reflects a change in the form of beneficial ownership of 780,000 shares which are being transferred as follows: 390,000 shares to the Garen Family Trust from the Eric R. Garen 2011 Annuity Trust #2 and 390,000 to the Garen Family Trust from the Nancy Garen 2011 Annuity Trust #2. Following the transfers resulting in the change of beneficial ownership, Mr. Garen's beneficial ownership of shares includes: (i) 43,500 shares held by each of the Eric R. Garen 2011 Annuity Trust #1 and the Nancy Garen Annuity Trust #1; (ii) 20,637 shares held by each of the Eric R. Garen 2011 Annuity Trust #2 and the Nancy Garen 2011 Annuity Trust #2; (iii) 25,000 shares held by each of the Eric R. Garen 2009 Annuity Trust #3 and the Nancy Garen 2009 Annuity Trust #3; (Continued in footnote 7)
- (iv) 218,808 shares held by Garen Family Foundation, a Section 501(c)(3) exempt private foundation of which the Reporting Person and his spouse are co-trustees and disclaim beneficial ownership; (v) 762,958 shares held by Garen Capital Partners, a family partnership; (vi) 154,999 shares held by Garen Dynasty Trust ("Dynasty Trust"), an irrevocable DE trust, of which Mr. Garen lacks voting and disposition power with respect to, and disclaims beneficial ownership of, all such shares; (vii) 496,033 shares held by the Nicole Suzanne Garen Family Trust, an irrevocable CA trust, of which Mr. Garen lacks voting and disposition power with respect to, and disclaims beneficial ownership of, all such shares; (viii) 496,033 shares held by the Steven Robert Garen Family Trust an irrevocable CA trust, of which Mr. Garen lacks voting and disposition power with respect to, and disclaims beneficial ownership of, all such shares; and (ix) 993,000 shares held by the Garen Family Trust.

**Signatures**

/s/ Eric R. Garen.

\*\* Signature of Reporting Person

01/10/2013

Date

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

\* 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.  
**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 Number.**