

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-03**  
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### REPORTING OWNER

**Gilbert Carol S**

CIK: **1417350**

Type: **4** | Act: **34** | File No.: **001-33810** | Film No.: **13543542**

Mailing Address

*111 W. CONGRESS STREET  
CHARLES TOWN WV 25414*

### ISSUER

**AMERICAN PUBLIC EDUCATION INC**

CIK: **1201792** | IRS No.: **010724376** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **8200** Educational services

Mailing Address

*111 W CONGRESS STREET  
CHARLES TOWN WV 25414*

Business Address

*111 W CONGRESS STREET  
CHARLES TOWN WV 25414  
3047243700*

# 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

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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>Gilbert Carol S</b>			2. Issuer Name and Ticker or Trading Symbol <b>AMERICAN PUBLIC EDUCATION INC [APEI]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, Programs and Marketing</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/03/2013</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	
111 WEST CONGRESS STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) <b>CHARLES TOWN, WV 25414</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, par value \$.01	01/03/2013		<u>F</u>		224	D	\$37.49	45,382	D	
Common Stock, par value \$.01	01/04/2013		<u>F</u>		195	D	\$37.87	45,187	D	
Common Stock, par value \$.01	01/21/2013		<u>A</u>		2,868 <sup>(1)</sup> <sup>(2)</sup>	A	\$ 0	48,055	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

### Explanation of Responses:

1. Award vests in three equal annual installments beginning on January 21, 2014.
2. Restricted Stock Award pursuant to the American Public Education, Inc. 2011 Omnibus Incentive Plan.

### Signatures

/s/ Harry T. Wilkins, Attorney-in-Fact

\*\* Signature of Reporting Person

01/23/2013

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.**