

Richardson Christopher C.
Form 4
October 13, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Richardson Christopher C.

2. Issuer Name **and** Ticker or Trading
Symbol
Grand Canyon Education, Inc.
[LOPE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3300 W. CAMELBACK ROAD

(Street)

PHOENIX, AZ 85017

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2011

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

General Counsel

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/11/2011		J ⁽¹⁾		1,353,561	D	\$ 0
					1,183,070	I	

Calle
Camelia
Investments,
Inc.

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

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information contained in this form are not
required to respond unless the form
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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richardson Christopher C. 3300 W. CAMELBACK ROAD PHOENIX, AZ 85017	X		General Counsel	

Signatures

/s/ Lyn Bickle,
Attorney-in-Fact
10/13/2011

__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).

- Calle Camelia Investments, LLC, is a family limited liability company of which the Reporting Person is the manager and of which the Reporting Person and his wife own a 51% membership interest and C&H Irrevocable Trust, an irrevocable trust for the benefit of the Reporting Person's children, owns a 49% membership interest (the "Trust"). The trustee of the Trust is an independent third party, and
- (1) neither the Reporting Person and his wife have voting or investment control over the Trust and neither are remaindermen or contingent beneficiaries of the Trust. As of October 11, 2011, Calle Camelia Investments, LLC distributed shares of the issuer's stock to the Trust representing the Trust's pro rata interest in the shares held by Calle Camelia Investments, LLC. This Form 4 is being filed to reflect the reduction in the Reporting Person's indirect ownership of the issuer's shares of common stock as a result of such distribution.

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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