Richardson Brent D. Form 4 January 20, 2012

### FORM 4

## **OMB APPROVAL**

|                | UNITED STATES SECURITIES AND EXCHANGE COMMISSION |
|----------------|--------------------------------------------------|
|                | Washington, D.C. 20549                           |
| Check this box | <b>5</b> /                                       |

**OMB** 3235-0287 Number:

if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Richardson Brent D. |                    | ng Person * | 2. Issuer Name and Ticker or Trading<br>Symbol<br>Grand Canyon Education, Inc.<br>[LOPE] | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)                       |  |  |
|---------------------------------------------------------------|--------------------|-------------|------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|--|--|
| (Last) 3300 W. CAM                                            | (First)  MELBACK F | (Middle)    | 3. Date of Earliest Transaction (Month/Day/Year) 01/19/2012                              | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) Executive Chairman           |  |  |
|                                                               | (Street)           |             | 4. If Amendment, Date Original Filed(Month/Day/Year)                                     | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person |  |  |
| PHOENIX, AZ 85017                                             |                    |             |                                                                                          | Form filed by More than One Reporting Person                                                      |  |  |

| (City)     | (State)             | (Zip)      | Table I - Noi | n-Derivative Securities Acquired, Disposed ( | of, or Be | eneficially Owned |
|------------|---------------------|------------|---------------|----------------------------------------------|-----------|-------------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3.            | 4. Securities Acquired (A) 5. Amount of      | 6.        | 7. Nature         |

| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3.<br>Transactio | 4. Securition of Dispose | •                | ` ′         | 5. Amount of Securities                        | 6.<br>Ownership              | 7. Nature of Indirect                 |
|------------------------|--------------------------------------|-------------------------------|------------------|--------------------------|------------------|-------------|------------------------------------------------|------------------------------|---------------------------------------|
| (Instr. 3)             | ,                                    | any (Month/Day/Year)          | Code (Instr. 8)  | (Instr. 3, 4             | `                |             | Beneficially<br>Owned<br>Following             | Form: Direct (D) or Indirect | Beneficial<br>Ownership<br>(Instr. 4) |
|                        |                                      |                               | Code V           | Amount                   | (A)<br>or<br>(D) | Price       | Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (I)<br>(Instr. 4)            |                                       |
| Common<br>Stock        | 01/19/2012                           |                               | S <u>(1)</u>     | 250,000                  | D                | \$<br>16.55 | 1,666,504                                      | I                            | Exeter<br>Capital,<br>LLC             |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) |                        |                     | ate                | 7. Title<br>Amoun<br>Underly<br>Securit | nt of<br>lying<br>ties       | 8. Price of Derivative Security (Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene |
|-----------------------------------------------------|---------------------------------------------|-----------------------------------------|-------------------------------------------------------------|---------------------------------------|------------------------|---------------------|--------------------|-----------------------------------------|------------------------------|--------------------------------------------|---------------------------------|
|                                                     | Derivative<br>Security                      |                                         |                                                             |                                       | Securities<br>Acquired |                     |                    | (Instr                                  | 3 and 4)                     |                                            | Owne<br>Follo                   |
|                                                     |                                             |                                         |                                                             |                                       | (A) or<br>Disposed     |                     |                    |                                         |                              |                                            | Repo                            |
|                                                     |                                             |                                         |                                                             |                                       | of (D)<br>(Instr. 3,   |                     |                    |                                         |                              |                                            | (Instr                          |
|                                                     |                                             |                                         |                                                             |                                       | 4, and 5)              |                     |                    |                                         |                              |                                            |                                 |
|                                                     |                                             |                                         |                                                             |                                       |                        | Date<br>Exercisable | Expiration<br>Date | Title I                                 | Amount<br>or<br>Number<br>of |                                            |                                 |
|                                                     |                                             |                                         |                                                             | Code V                                | (A) (D)                |                     |                    |                                         | Shares                       |                                            |                                 |

# **Reporting Owners**

| Reporting Owner Name / Address                                     | Relationships |           |                    |       |  |  |  |
|--------------------------------------------------------------------|---------------|-----------|--------------------|-------|--|--|--|
| reporting Owner Name / Namess                                      | Director      | 10% Owner | Officer            | Other |  |  |  |
| Richardson Brent D.<br>3300 W. CAMELBACK ROAD<br>PHOENIX, AZ 85017 | X             |           | Executive Chairman |       |  |  |  |

# **Signatures**

/s/ Lyn Bickle, Attorney-in-Fact 01/19/2012

\*\*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) These sales were effected pursuant to a 10b5-1 plan adopted by the reporting person dated December 14, 2010 and modified by the reporting person on September 14, 2011.

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.

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