

BECKER DOUGLAS L
Form 4
September 10, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BECKER DOUGLAS L

2. Issuer Name and Ticker or Trading Symbol
LAUREATE EDUCATION, INC.
[LAUR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
650 SOUTH EXETER STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chariman and CEO

BALTIMORE, MD 21202

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

(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)
Common Stock	08/17/2007		D ⁽¹⁾	V Amount 357,591 (1)	(A) or (D) Price \$ 60.5	0	D

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

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SEC 1474 (9-02)

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 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. De Se (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
options	\$ 24.33	08/17/2007		D		(2)	(2)	common stock	630,000
options	\$ 28.67	08/17/2007		D		(2)	(2)	common stock	52,328
options	\$ 31.25	08/17/2007		D		(2)	(2)	common stock	100,000
options	\$ 3.59	08/17/2007		D		(2)	(2)	common stock	605,683
options	\$ 19.43	08/17/2007		D		(2)	(2)	common stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER DOUGLAS L 650 SOUTH EXETER STREET BALTIMORE, MD 21202	X			Chariman and CEO

Signatures

Douglas L.
Becker

09/10/2007

**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) Immediately prior to the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, Mr. Becker sold 357,591 shares of the Issuer (all of the Issuer shares he owned directly or indirectly) to Wengen Alberta, Limited Partnership, in exchange for partnership interests in Wengen valued at the product of 357,591 multiplied by \$60.50. Wengen was the Parent of L Curve and, upon the effectiveness of the Merger, became the sole shareholder of the Issuer.

(2) Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all outstanding options of the Issuer were cancelled. In connection with the merger, the Issuer adopted a Deferred Compensation Plan for Mr. Becker, the value of which was equal to (A) the total number of options held by Mr. Becker at the time of the merger multiplied by \$60.50 minus (B) the aggregate exercise price of all of the options held by Mr Becker at the time of the merger.

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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