Clark Andrew S. Form 4 August 09, 2012

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

nington, D.C. 20549

Number:

Expires:

January 31,
2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

response...

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 * Clark Andrew S.			2. Issuer Name and Ticker or Trading Symbol Bridgepoint Education Inc [BPI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 13500 EVENING CREEK DRIVE NORTH, SUITE 600		(Middle)	3. Date of Earliest Transaction	(check an applicable)		
		C DRIVE	(Month/Day/Year) 08/07/2012	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chief Executive Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Ched		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
SAN DIEGO, CA 92128				Form filed by More than One Reporting Person		

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securities A order Disposed of (Instr. 3, 4 and (A) or Amount (D)	(D) 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	08/07/2012		A	29,678 A	\$ 0.315	29,778	D			
Common Stock	08/07/2012		S <u>(1)</u>	29,678 D	\$ 10.6289 (2)	100	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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.315	08/07/2012		A	29,678	(3)	04/01/2014	Common Stock	29,678

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 0	Director	10% Owner	Officer	Other	
Clark Andrew S.					
13500 EVENING CREEK DRIVE NORTH	X		Chief Executive Officer		
SUITE 600	Λ		Chief Executive Officer		
SAN DIEGO, CA 92128					

Signatures

/s/ Diane L. Thompson, as
Attorney-in-Fact
08/09/2012

Explanation of Responses:

**Signature of Reporting Person

- * 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).

Date

- THE SALES OF SHARES REPORTED ON THIS FORM 4 WERE EFFECTED PURSUANT TO A RULE 10B5-1 TRADING PLAN

 (1) ENTERED INTO BY THE REPORTING PERSON ON AUGUST 11, 2010. THE 10B5-1 TRADING PLAN WAS APPROVED IN ACCORDANCE WITH THE TERMS OF THE ISSUER'S INSIDER TRADING POLICY.
- Represents the weighted average share price of an aggregate total of 29,678 shares sold in the price range of \$10.50 to \$10.91 by the (2) reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Immediately exercisable.

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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