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Form 4	mas								
August 30, 201	12							<u></u>	
FORM	4 UNITED	STATES	SECU	RITIFS /	AND FX	THANGE	COMMISSIO	NT	PPROVAL
		STATES		shington				N OMB Number:	3235-0287
Check this l if no longer									January 31, 2005
subject to Section 16. Form 4 or Form 5	SIAIEN		F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,					burden hou response	average Irs per
obligations may continu <i>See</i> Instruct 1(b).	ue. Section 17(a) of the	Public U	Itility Hol	ding Con		of 1935 or Secti		
(Print or Type Res	sponses)								
1. Name and Address of Reporting Person <u>*</u> Ashbrook Thomas			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) (I	Middle)	3. Date of Earliest Transaction				(Chi	еск ап аррпсавь	e)
13500 EVENING CREEK DRIVE NORTH, SUITE 600			(Month/Day/Year) 08/28/2012			Director 10% Owner X Officer (give title Other (specify below) below) SVP, Chief Information Officer			
(Street) SAN DIEGO, CA 92128			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 Form filed by More than One Reporting 			
(City)	(State)	(Zip)					Person		
				ole I - Non-l			cquired, Disposed		lly Owned
	Transaction Date Ionth/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4	(A) or of (D) and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	or (D) Price	(Instr. 3 and 4)		
Reminder: Report	t on a separate line	for each cl	ass of sec	urities bene	Person inform require	ns who rest ation cont ed to resp ys a curre	or indirectly. spond to the collection tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Acquired or Dispose (D) (Instr. 3, and 5)	sed of					(
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	08/28/2012		А	50,412		(2)	(2)	Common Stock	50,412	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Ashbrook Thomas 13500 EVENING CREEK DRIVE NORTH SUITE 600 SAN DIEGO, CA 92128			SVP, Chief Information Officer				
Signatures							
/s/ Diane L. Thompson, as Attorney-in-Fact	08/30	0/2012					
**Signature of Reporting Person	Da	ite					

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) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.

Fifty percent (50%) of the restricted stock units vest and will be delivered to the reporting person on August 28, 2013, and, thereafter, the
(2) remaining fifty percent (50%) of the restricted stock units vest and will be delivered to the reporting person on August 28, 2014, subject to the reporting person's continuing service through each such date.

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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