

Edgar Filing: STRAYER EDUCATION INC - Form 4

STRAYER EDUCATION INC  
Form 4  
February 26, 2003

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OMB APPROVAL  
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OMB Number 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
hours per response ..... 0.5  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[X ] Check this box if no longer subject to Section 16. Form 4 or Form 5  
obligations may continue. See Instruction 1(b).

(Print or Type Responses)

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1. Name and Address of Reporting Person\*

Taunus Corporation

-----  
(Last) (First) (Middle)

31 West 52nd Street

-----  
(Street)

New York, NY 10019

-----  
(City) (State) (Zip)

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2. Issuer Name and Ticker or Trading Symbol

Strayer Education, Inc. (NASD: STRA)

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3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

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4. Statement for Month/Day/Year

February 21, 2003

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5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

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[ ] Director [ ] 10% Owner  
 [ ] Officer (give title below) [ X ] Other (specify below)\*\*

7. Individual or Joint/Group Filing (Check Applicable Line)

[ ] Form filed by One Reporting Person  
 [X] Form filed by More than One Reporting Person

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* As of the date hereof, the Reporting Person has ceased to be the beneficial owner of more than 10% of the issuer's outstanding common stock.

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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)
			----- Code V

(1)

Table I (cont.) -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	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.
	----- (A) or Amount (D) Price			

(1)

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

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)
(1) Series A Convertible Preferred Stock		2/21/03		J(1)
(2) Options to Purchase Common Stock		2/21/03		J(1)

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

1. Title of Derivative Security (Instr. 3)	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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
	Date Exercisable      Expiration Date	Title	Amount or Number of Shares	

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(1) Series A Convertible Preferred Stock (5)	Immediate	Common Stock	813,639	\$27.83 (2)	0
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(2) Options to Purchase Common Stock	Immediate	Common Stock	233,000	\$27.83 (2)	0
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(3)					
=====					

(1) As part of the transaction among DB Capital Partners L.P. ("DBCP L.P."), MidOcean Partners, LP (the "Buyer") and various other parties on February 21, 2003, the securities positions of DBCP L.P. were transferred to the Buyer.

(2) Price attributed to the Series A Convertible Preferred Stock and Options to Purchase Common Stock reported in Table II above, which were transferred to the Buyer as part of the transaction on February 21, 2003.

(3) This Form 4 is being filed jointly by Taunus Corporation ("Taunus") and DB Capital Partners, Inc. ("DBCP Inc."). DBCP Inc. was the general partner of DBCP L.P., which in turn is the general partner of DB Capital Investors, L.P. As of February 21, 2003, as part of the transaction among DBCP L.P., the Buyer and various other parties, DBCP Inc. is no longer the General Partner of DBCP L.P.

(4) DBCI is the direct owner of all of the Series A Convertible Preferred Stock and Options to Purchase Common Stock reported in Table II above. Taunus may be deemed to be the beneficial owner of the shares of Series A Convertible Preferred Stock and Options to Purchase Common Stock beneficially owned by DBCI. Taunus expressly disclaims beneficial ownership of, or pecuniary interest in, the Series A Convertible Preferred Stock and Options to Purchase Common Stock reported in Table II above.

Joint Filer Information

Name:	DB Capital Partners, Inc.
IRS Identification Number:	13-2725387
Designated Filer:	Taunus Corporation
Issuer and Trading Symbol:	Strayer Education, Inc. (NASD: STRA)
Date of Event Requiring Statement:	February 21, 2003

TAUNUS CORPORATION

/s/JAMES WILHELM	February 26, 2003
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**Signature of Reporting Person	Date
Name: James Wilhelm	
Title: Assistant Secretary	

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/s/SONJA K. OLSEN  
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February 26, 2003  
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\*\*Signature of Reporting Person  
Name: Sonja K. Olsen  
Title: Assistant Secretary

Date

DB CAPITAL PARTNERS, INC.

/s/ HEIDE SILVERSTEIN  
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February 26, 2003  
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\*\*Signature of Reporting Person  
Name: Heide Silverstein  
Title: Vice President

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.