Grand Canyon Education, Inc.

Form 4 May 11, 2017

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Number:

Washington, D.C. 20549

3235-0287

0.5

Check this box if no longer subject to Section 16. Form 4 or

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

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Mildenhall Joseph N			2. Issue Symbol	r Name an	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
		Grand (ILOPE)	•	ducation, Inc.	(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of	f Earliest T	ransaction	Director	10%			
			(Month/Day/Year)			_X_ Officer (give below)	e title Other below)	er (specify		
3300 W. CAMELBACK ROAD			05/09/2	017		· · · · · · · · · · · · · · · · · · ·	nformation Offi	cer		
(Street)			4. If Ame	endment, D	ate Original	6. Individual or Joint/Group Filing(Check				
			Filed(Mo	nth/Day/Yea	r)	Applicable Line)				
						X Form filed by	1 0			
PHOENIX, AZ 85017						Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of	2. Transaction D	Date 2A. Dee	med	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature		
Security	(Month/Day/Ye.	ar) Executio	n Date if	Transacti	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect		

						_			/=	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)				cquired d of (D) 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	05/09/2017		S	6,345	D	\$ 79.65 (1)	96,728	D		
Common Stock	05/10/2017		G	2,930	D	\$0	93,798	D		

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

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Number				
						Excicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer 10% Owner Other Director

Chief Mildenhall Joseph N 3300 W. CAMELBACK ROAD Information PHOENIX, AZ 85017 Officer

Signatures

/s/ Lyn Bickle, 05/11/2017 Attorney-in-fact

**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$79.27 to \$80.23, inclusive. The reporting person undertakes to provide to Grand Canyon Education, Inc., any security holder of Grand Canyon Education, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote for this Form 4.

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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