

LEARNING TREE INTERNATIONAL INC

Form 4/A

October 18, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
BAIN HOWARD A III2. Issuer Name and Ticker or Trading
Symbol
**LEARNING TREE
INTERNATIONAL INC [LTRE]**5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**1805 LIBRARY STREET, SUITE
300**3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2007☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)(Street)
RESTON, VA 201904. If Amendment, Date Original
Filed(Month/Day/Year)
10/17/20076. 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)
			Code	V Amount (D) Price			

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Employee Stock Options (right to buy)	\$ 20.7	10/15/2007	A ⁽²⁾		5,291 ⁽³⁾		12/31/2008 ⁽²⁾	12/15/2012	Common Stock	5,291 ⁽³⁾		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BAIN HOWARD A III 1805 LIBRARY STREET SUITE 300 RESTON, VA 20190	X

Signatures

/s/ Theodore E. Guth by P/A for Howard A.
Bain III 10/18/2007

____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) This Form 4/A is filed solely to correct the exercise price (Columns 2 and 8) of Employee Stock Options (right to buy) granted to Reporting Person on October 15, 2007 and reported in the Form 4 filed on October 17, 2007.

Grant of non-qualified stock option pursuant to 2007 Equity Incentive Plan. The actual number of shares ("Number of Shares") which can vest will be based on the maximum Number of Shares set forth in this form and achievement of targets for the Company's revenue and

(2) operating income reported for fiscal year 2008. The Reporting Person will earn the right to exercise thirty-three and one-third percent (33 1/3%) of his Number of Shares on each of December 31, 2008, 2009, and 2010, provided he is still a director of the Company on each vesting date.

(3) The maximum Number of Shares that may be exercised under this Option, subject to 2008 revenue and operating income and vesting.

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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