Packard Ronald J Form 4 January 15, 2010

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.

Expires: January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per 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 ponse... 0.5

1(b).

Common

Stock

01/13/2009

(Print or Type Responses)

1. Name and Address of Reporting Person * Packard Ronald J			2. Issuer Name and Ticker or Trading Symbol K12 INC [LRN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			(Month/D	ay/Year)		X Director		Owner	
2300 CORPORATE PARK DRIVE			01/13/2009			X Officer (give title Other (specify below)			
					Chief Executive Officer				
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person			
HERNDON	I, VA 20171					Form filed by Person	More than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	Perivative Securities Acq	uired, Disposed	of, or Beneficial	ly Owned	
1.Title of	2. Transaction Da	ite 2A. Deei	med	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Execution		n Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial	
		(Month/I	Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported			
				(A)		Transaction(s)			

Code V Amount

576

F

(D)

D

Price

20.36

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)

(Instr. 3 and 4)

D

14,524

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

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships					
response	Director	10% Owner	Officer	Other		

Packard Ronald J
2300 CORPORATE PARK DRIVE X Chief Executive Officer
HERNDON, VA 20171

Signatures

/s/ Christopher R. Ryan,
attorney-in-fact 01/15/2009

**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).

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.

Reporting Owners 2