WILFORD THOMAS J

Form 4

February 04, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

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Check this box

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** WILFORD THOMAS J | | | 2. Issuer Name and Ticker or Trading Symbol K12 INC [LRN] | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|----------|----------|--|---|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | |
| P.O. BOX 70 | | | (Month/Day/Year) 02/04/2010 | _X_ Director 10% Owner Officer (give title Other (specify below) | | |
| | (Street) | | 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 | | |
| BOISE, ID 83707 | | | | Form filed by More than One Reporting Person | | |
| (City) | (Ctata) | (7:n) | | | | |

| (City) | (State) | (Zip) | Table I - No | n-Derivative Securitie | s Acquired, Disposed | of, or Beneficially Owned |
|----------|---------|----------|--------------|------------------------|----------------------|---------------------------|
| 1 m: 1 c | 0 m .: | D . 04 D | 1 0 | 4.6 | 5 A | 60 1: 7 N |

| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | | 4. Securi | d (A) c | | 5. Amount of Securities | 6. Ownership Form: Direct | Indirect |
|------------------------|--------------------------------------|----------------------------------|------------|--------------|-----------|-------|---|----------------------------|-------------------------|
| (Instr. 3) | | any | Code | Dispose | ` | 1 | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, | 4 and (A) | 5) | Owned Following Reported Transaction(s) | Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| | | | | | or | | (Instr. 3 and 4) | | |
| | | | Code V | Amount | (D) | Price | (mstr. 5 and 1) | | |
| Common Stock | 02/04/2010 | | A | 3,041 (1) | A | \$0 | 3,041 | 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)

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| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transacti | 5. | 6. Date Exerc Expiration Da | | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---|--------------------------------------|----------------------|--------------------|---------|--------------------------------|--------------------|---|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (i.i.dia. Dayi Teal) | any (Month/Day/Year) | Code (Instr. 8) | of | (Month/Day/) e | | Underlying Securities (Instr. 3 and 4 | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title Amour or Numbe of Shares | er | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| WILFORD THOMAS J | | | | | | | |
| P.O. BOX 70 | X | | | | | | |
| BOISE, ID 83707 | | | | | | | |

Signatures

/s/ Christopher R. Ryan,
attorney-in-fact 02/04/2010

**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) These shares are restricted and will vest as follows: one-third of the shares will vest on December 15, 2010, December 15, 2011 and December 15, 2012, respectively.

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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