### FORM 4

Instruction 1(b)

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

Check this box if no longer subject to	STATEM
Section 16. Form 4 or Form 5	
obligations may continue. See	

#### ENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Richardson Christopher C.</u>															all app Dire	blicable) ctor	g Person(s) to I	Owner
(Last) 3300 W. (	(Fi	rst) (	Middle)		ate of 05/20		st Trans	saction (Month/Day/Year)							Officer (give title below) Other (specify below)  General Counsel			
(Street) PHOENI	X AZ	Z 8	35017		4. If	Amer	ndment	, Date o	of Origina	d (Month/Da	ay/Year)		6. Indiv Line) X	vidual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting				
(City)	(St		Zip)	n Doriv	vativo	Soc	uritio	. Λο	auirad	Die	enocod o	f or E	Popofi	oially	Pers			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date,		3.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a			r	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
					Code	v	Amount	(A) (D)	or Pric	e		rted action(s) 3 and 4)		(Instr. 4)				
Common	Stock			01/05/	2012				S <sup>(1)</sup>		21,100	D	\$1	5.99 <sup>(2)</sup>	C&H Capi LLC			
Common	Stock			01/06/	2012				S <sup>(1)</sup>		26,000	D	\$10	5.04 <sup>(3)</sup>	04 <sup>(3)</sup> 993,970 I C&H Capita LLC			
		Та	ıble II -								osed of, convertib				wned			
Derivative Conversion Date Security Or Exercise (Month/Day/Year) if			3A. Deer Execution if any (Month/I	on Date,		ransaction Code (Instr.		of		Exercion Da Day/Y		7. Title and Amount of Securities Underlying Derivative Security (Inst and 4)		Deri Sec (Ins	Price of rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction( (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v					Expiration Date	Title	Amoun or Numbe of Shares	r						

# **Explanation of Responses:**

- 1. These sales were effected pursuant to a 10b5-1 plan adopted by the reporting person dated December 14, 2010 and modified by the reporting person on December 15, 2011.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.88 to \$16.07, 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 footnotes (2) and (3) to this Form 4.
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.85 to \$16.14, inclusive.

#### Remarks:

/s/ Lyn Bickle, Attorney-in-

01/09/2012

Fact

\*\* Signature of Reporting Person

Date

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

- \* 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.

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 Number.