

# FORM 4

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

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: December 31, 2014  
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Check this box 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 Collins, David C. <small>(Last) (First) (Middle)</small>		2. Issuer Name and Ticker or Trading Symbol Learning Tree International, Inc. [LTRE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) Chairman of the Board and CEO <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
c/o Learning Tree International, Inc. 1831 Michael Faraday Drive <small>(Street)</small>		3. Date of Earliest Transaction (Month/Day/Year) 11/07/2014		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
Reston VA 20190 <small>(City) (State) (Zip)</small>		4. If Amendment, Date Original Filed (Month/Day/Year)			

**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	(A) or (D)			
Common Stock	11/07/2014		J <sup>(1)</sup>		468,374	D <sup>(2)</sup>	4,195,227 <sup>(3)(4)</sup>	I	See Footnote 3.
Common Stock	11/07/2014		J <sup>(1)</sup>		468,374	A <sup>(2)</sup>	4,195,227 <sup>(3)(4)</sup>	I	See Footnote 3.

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

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Collins, David C. c/o Learning Tree International, Inc. 1831 Michael Faraday Drive Reston VA 20190	X	X	Chairman of the Board and CEO	

## Signatures

/s/ David C. Collins

11/11/2014

Signature of Reporting Person

Date

## Explanation of Responses:

- This Form 4 is being filed by the Reporting Person to report certain related transfers (collectively, the "Transfers") of the Issuer's common stock (the "Common Stock") relating to the satisfaction of obligations under promissory notes held by The David C. Collins 1997 Trust and The Mary C. Collins 1997 Trust. As a result of these Transfers, the aggregate amount of the Reporting Person's beneficial ownership of Common Stock did not increase or decrease. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of any of the securities set forth herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- As a result such Transfers, an aggregate of 468,374 shares of Common Stock were transferred from DCMA Holdings L.P. ("DCMA") to the David C. and Mary C. Collins Family Trust (the "Family Trust") without consideration.
- The shares listed for the Reporting Person include 1,382,205 shares beneficially owned by the Reporting Person, and 177,640 shares beneficially owned by the Reporting Person's spouse, Mary C. Collins, of which the Reporting Person disclaims beneficial ownership. The shares listed for the Reporting Person also includes: (i) 289,918 shares held by the Collins Family Foundation, a private charitable foundation of which the Reporting Person and Mrs. Collins are directors, as to which beneficial ownership is disclaimed; (ii) 238,323 shares held by The Adventures in Learning Foundation (formerly The Pegasus Foundation), a charitable support organization of which Reporting Person and Mrs. Collins are minority trustees, as to which beneficial ownership is disclaimed; (iii) 468,374 shares owned by the Family Trust, the directors of which are Dr. Collins and Mrs. Collins; (continued in footnote 4)
- (continued from footnote 3)(iv) 270,000 shares owned by the Collins Charitable Remainder Unitrust No. 97-1 of which the Reporting Person and Mrs. Collins serve as the trustees and disclaim beneficial ownership; and (v) 1,368,767 shares held by DCMA, a family limited partnership of which Reporting Person and Mrs. Collins are general partners, as to which beneficial ownership is disclaimed.

## Attachments

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.

**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 control number.**

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THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: LEARNING TREE INTERNATIONAL, INC.  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 12-Nov-2014 16:53 ACCEPTED DATE: 12-Nov-2014 16:53  
FILING DATE: 12-Nov-2014 16:53  
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ACCESSION NUMBER: 0001437749-14-020522

FILE NUMBER(S):

1. 000-27248

THE PASSWORD FOR LOGIN CIK 0001437749 WILL EXPIRE 02-Jun-2015 17:54.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001024644  
OWNER: COLLINS DAVID C  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-27248

ISSUER:

2. CIK: 0001002037  
COMPANY: LEARNING TREE INTERNATIONAL, INC.

----- NOTICE -----

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