

FORM 4

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

OMB APPROVAL	
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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 Asai, David W. <small>(Last) (First) (Middle)</small> c/o Learning Tree International, Inc. 13650 Dulles Technology Drive <small>(Street)</small> Herndon VA 20171 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol Learning Tree International, Inc. [LTRE]		3. Date of Earliest Transaction (Month/Day/Year) 06/29/2018			4. If Amendment, Date Original Filed (Month/Day/Year)			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X_ Officer (give title below) <small>10% Owner</small> Chief Financial Officer <small>Other (specify below)</small>			6. Individual or Joint/Group Filing (Check Applicable Line) X_ Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person	
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)	Price							

**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	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy) ⁽¹⁾	\$1.35 ⁽¹⁾	06/29/2018		A		50,000 ⁽²⁾		⁽³⁾	06/29/2023	Common Stock	50,000	0	50,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Asai, David W. c/o Learning Tree International, Inc. 13650 Dulles Technology Drive Herndon VA 20171			Chief Financial Officer	

Signatures

/s/ David W. Asai
⁽¹⁾ Signature of Reporting Person

07/02/2018
Date

Explanation of Responses:

- (1) Exercise price is equal to the mean of the high and low bids of the Company's common stock on the OTCQX on the date of grant.
- (2) The reporting person received 50,000 incentive stock options (ISOs) granted under the Learning Tree International, Inc. Equity Incentive Plan.
- (3) 10% of the incentive stock options granted vested on the date of grant (June 29, 2018) with the subsequent vesting of 30% of the incentive stock options vesting on each of the one-year, two-year and three-year anniversary of the date of grant, contingent upon continued employment.

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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