FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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

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

(Last) (First) (Middle) 767 FIFTH AVENUE 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Street) NEW YORK NY 10153 (City) (State) (Zip) 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Ch Line) X Form filed by One Reporting Form filed by More than One Person Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. A Deemed Execution Date, (Month/Day/Year) 3. Transaction Date 3. Transaction Date 5. Amount of Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) 6. Owners Form Dir Beneficially Owned (Instr. 4) 1. Title of Derivative (Instr. 3) 3. Transaction Date Conversion Date Price of Derivative (Instr. 3) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 4) 5. Number of Or Exercise (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Ascurites (Month/Day/Year) 8. Price of Derivative Securities 9. Number of Or Securities Derivative Securities 10. Owner Securities Derivative Securities	1. Name and Address of Reporting Person [®] BURKE JAMES J JR						2. Issuer Name and Ticker or Trading Symbol <u>LINCOLN EDUCATIONAL SERVICES</u> <u>CORP</u> [LINC]									heck all a X Di	nship of Reporting F applicable) Director		10% C	Owner
(Street) NEW YORK NY 10153 Line) Line) (City) (State) (Zip) Form filed by One Reporting Form filed by More than One Person 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Code (Instr. 3) 4. Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. A Deemed Execution Date, if any (Month/Day/Year) 3. Code (Instr. a) 4. Securities Acquired, Oip (Instr. 3, 4 and 5) 5. Amount of Securities (Instr. 4) 5. Amount of Securities (Instr. 4) Common Stock 07/29/2005 A 3.069 A (I) 3.069 D 1. Title of Derivative Securities 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities 8. Price of Conversion Date Securities 8. Price of Derivative Securities 8. Price of Conversion Date Securities 9. Number of derivative Securities 10. Owned Following Reported (Instr. 3), 4 and 5) 9. Number of derivative Securities 10. Owned Following Reported (Instr. 4) 9. Number of derivative Securities 10. Owned Following Reported (Instr. 3) 9. Number of derivative Securities 10. Owned Following Reported (Instr. 4) 10. Owned Following Reported (Instr. 4) 10. Owned Following Reported (Inst																			Other below)	(specify)
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Explanation of Responses:

1. Grant of Restricted Stock valued at \$60,000 on date of grant. These restricted shares vest ratably on the first, second & third year anniversary of grant date. James J. Burke has elected to defer his grant of Restricted Stock into the Lincoln Educational Services Corporation 2005 Deferred Compensation Plan, in accordance with the provisions of the Lincoln Educational Services Corporation 2005 Non-Employee Directors Restricted Stock Plan.

Remarks:

/s/ James J. Burke, Jr.

** Signature of Reporting Person

Date

08/02/2005

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.

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