

EDUCATION MANAGEMENT CORPORATION  
 Form 4  
 October 06, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**GOLDMAN SACHS GROUP INC**

2. Issuer Name and Ticker or Trading Symbol  
**EDUCATION MANAGEMENT CORPORATION [EDMC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**85 BROAD ST**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/02/2009**

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

**NEW YORK, NY 10004**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_\_ 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			
Common Stock	10/02/2009		A		5,277 A \$ 0	54,273,978	I	See footnotes (1) (2) (3) (6) (7) (8) (9)
Common Stock	10/02/2009		P		1,500 (4) A \$ 22.0387 (4)	54,275,478	I	See footnotes (1) (2) (3) (5) (6) (7) (8) (9)
Common Stock	10/02/2009		S		1,500 D \$ 20.5	54,273,978	I	See footnotes (1) (2) (3) (5) (6) (7) (8) (9)

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004		X		
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V GMBH & CO. KG 85 BROAD STREET NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. 85 BROAD ST NEW YORK, NY 10004		X		

GSCP V EDMC HOLDINGS, L.P. 85 BROAD STREET NEW YORK, NY 10004	X
GOLDMAN SACHS EDMC INVESTORS, L. P. 32 OLD SLIP NEW YORK, NY 10005	X
GS Private Equity Partners 2000, L.P. 85 BROAD STREET NEW YORK, NY 10004	X
GS Private Equity Partners 2000 Offshore Holdings, L.P. 85 BROAD STREET NEW YORK, NY 10004	X

## Signatures

Yvette Kotic, Attorney-in-fact	10/06/2009
<u>  </u> Signature of Reporting Person	Date
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<u>  </u> Signature of Reporting Person	Date

\_\_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) For text of Footnote 1, see Exhibit 99.a.
- (2) For text of Footnote 2, see Exhibit 99.a.
- (3) For text of Footnote 3, see Exhibit 99.a.
- (4) For text of Footnote 4, see Exhibit 99.a.
- (5) For text of Footnote 5, see Exhibit 99.a.
- (6) For text of Footnote 6, see Exhibit 99.a.
- (7) For text of Footnote 7, see Exhibit 99.a.
- (8) For text of Footnote 8, see Exhibit 99.a.
- (9) For text of Footnote 9, see Exhibit 99.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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