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K12 INC									
Form 4 October 06,	2008								
	ЛЛ			AND EXCHANGE		OMB A	PPROVAL		
FORM	OMB Number:	3235-0287							
Check th if no lon subject t Section Form 4 of Form 5 obligation may com See Insta	section 17(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							
1(b).									
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> Davis Bruce J			. Issuer Name an mbol 12 INC [LRN]	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (I	Middle) 3.	Date of Earliest T	ransaction	(Check all applicable)				
2300 CORI	PORATE PARK		Ionth/Day/Year) 8/21/2008		Director X Officer (give below) EVP of W		% Owner her (specify . Dev.		
(Street)			If Amendment, D ed(Month/Day/Yea	-	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
HERNDON	N, VA 20171				Form filed by M Person	lore than One R	eporting		
(City)	(State)	(Zip)	Table I - Non-l	Derivative Securities A	cquired, Disposed of	, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Dat any	Code	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	SecuritiesFBeneficially(IOwned(I	. Ownership orm: Direct D) or Indirect) nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	port on a separate line	e for each class	of securities bene	ficially owned directly	or indirectly.				
	·			Persons who res information cont required to resp	spond to the collect ained in this form a ond unless the form ntly valid OMB con	are not n	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month	n/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23.45	08/21/2008			A		27,000		<u>(1)</u>	08/21/2016	Common Stock	27,000
Reporting Owners												
Reporting Owner Name / Address Di			Director	10% Owner	Relationships er Officer					Other		

EVP of Worldwide Bus. Dev.

Davis Bruce J 2300 CORPORATE PARK DRIVE HERNDON, VA 20171

Signatures

/s/ Christopher R. Ryan, attorney-in-fact

10/06/2008

**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) Shares vest 25% on the one year-anniversary of the grant date (08/21/2008) and the remaining 75% vest quarterly for the following three years.

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 number.