FORM 4

Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

Check this box if no longer subject to	STATEMENT OF
Section 16. Form 4 or Form 5	
obligations may continue. See	

CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person* <u>Richardson Christopher C.</u>															all app Dire	olicable) ctor	g Person(s) to I	Owner	
(Last) 3300 W. (3. Date of Earliest Transaction (Month/Day/Year) 05/01/2012									Officer (give title below) General Counsel								
(Street) PHOENI	reet)							If Amendment, Date of Original Filed (Month/Day/Year)								ridual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(St		Zip) E I - No	n-Deriv	vative	Sec	uritie	s Ac	quired	L Die	sposed o	f. or F	Renefic	ially					
1. Title of Security (Instr. 3) 2. T			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date,		3. 4		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 au				5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
					·		Code	v	Amount	(A) o	Price)		action(s) 3 and 4)		(Instr. 4)			
Common	Stock	05/01/2012 s ⁽¹⁾ 5,000 D \$17.12 ⁽²⁾ 397,070						I	C&H Capital LLC										
Common Stock 05/0					/2012				S ⁽¹⁾		5,000	D	\$16	.65 ⁽³⁾	392,070		I	C&H Capital LLC	
		Та	ıble II -								osed of, convertib				wned				
Derivative Conversion Date Security Or Exercise (Month/Day/Year) if			3A. Deer Execution if any (Month/I			ransaction Code (Instr.		of		Exerc ion Da /Day/Y		7. Title and Amount of Securities Underlying Derivative Security (Instrand 4)		Deri Sec (Ins	Price of rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(: (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amount or Number of Shares								

Explanation of Responses:

- 1. These sales were effected pursuant to a 10b5-1 plan adopted by the reporting person dated December 14, 2010 and modified by the reporting person on December 15, 2011.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.92 to \$17.41, inclusive. The reporting person undertakes to provide to Grand Canyon Education, Inc., any security holder of Grand Canyon Education, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.51 to \$16.82, inclusive.

Remarks:

/s/ Lyn Bickle, Attorney-in-

05/02/2012

Fact

** Signature of Reporting Person

Date

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.