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Cooper Jeffrey I Form 4	R								
November 02, 2	004								
FORM 4	1	STATES	SECU	RITIES	AND EX	CHANGI	E COMMISSIO		PPROVAL
CONVIA UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								Number:	3235-0287
Check this bo if no longer subject to Section 16. Form 4 or		/IENT OI	F CHAI	I BENEF RITIES	TCIAL O	WNERSHIP OF	Expires: Estimated burden hou response.	urs per	
Form 5 obligations may continue <i>See</i> Instruction 1(b).	Section 17(a) of the l	Public U	Jtility Ho	lding Co		inge Act of 1934, t of 1935 or Secti 1940		. 0.0
(Print or Type Resp	oonses)								
1. Name and Addro Cooper Jeffrey	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
		ITT EDUCATIONAL SERVICES INC [ESI]				(Check all applicable)			
(Last) 13000 NORTH	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2004				Director 10% Owner X Officer (give title Other (specify below) below) below) SrVP, Chief Compliance Officer				
STREET	(Street)			endment, I onth/Day/Ye	-	al	6. Individual or Applicable Line) _X_ Form filed by Form filed by		erson
		(Tin)					Person		
(City)	(State)	(Zip)	Tał	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, any (Month/Day/Year)			Date, if				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	(D) Price	(Instr. 3 and 4)		
Reminder: Report of	on a separate line	e for each cl	ass of sec	urities bene	-	-	-		
					inforr requi	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ently valid OMB co	n are not rm	SEC 1474 (9-02)
	Tab					sposed of, or convertible	Beneficially Owned securities)	d	

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

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired or Dispos (D) (Instr. 3, 4 and 5)	(A) ed of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) (1)	\$ 38.25	11/01/2004		A	15,000		<u>(2)</u>	11/03/2014	Common Stock	15,000
Reporting Owners										

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Cooper Jeffrey R 13000 NORTH MERIDIAN STREET CARMEL, IN 46032-1404			SrVP, Chief Compliance Officer			
Signatures						
Clark D. Elwood, Attorney-In-Fact for Cooper	Jeffrey R.		11/02/2004			
**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) Option awarded under the 1997 ITT Educational Services, Inc. Incentive Stock Plan, a Rule 16b-3 plan.
- (2) The option becomes exercisable in three equal installments on November 1, 2005, 2006 and 2007.

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.