Ghia Ashish R Form 3 September 29, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement CAREER EDUCATION CORP [CECO] Ghia Ashish R (Month/Day/Year) 09/21/2017 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 231 N. MARTINGALE ROAD (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Director 10% Owner _X_ Form filed by One Reporting _X__ Officer Other Person (give title below) (specify below) SCHAUMBURG, ILÂ 60173 Form filed by More than One Interim CFO Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock $67,172 \frac{(1)}{2}$ Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		Securities U	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

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				Shares		(I) (Instr. 5)	
Cash-Settled RSU	(2)	03/14/2018	Common Stock	2,397	\$ <u>(3)</u>	D	Â
Cash-Settled RSU	(4)	03/14/2019	Common Stock	2,770	\$ <u>(3)</u>	D	Â
Cash-Settled RSU	(5)	03/14/2020	Common	18,684	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Ghia Ashish R 231 N. MARTINGALE ROAD SCHAUMBURG, IL 60173	Â	Â	Interim CFO	Â		

Signatures

Ashish R. Ghia by POA: Gail B. Rago 09/29/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Includes 56,166 restricted stock units granted pursuant to the Career Education Corporation 2008 or 2016 Incentive Compensation Plans, with each unit representing the contingent right to receive one share of Issuer's common stock.
- (2) The remaining cash-settled RSUs vest in one additional installment on March 14, 2018.
- (3) Each cash-settled RSU is the economic equivalent of one share of Issuer's common stock.
- (4) The remaining cash-settled RSUs vest in two additional installments on March 14, 2018 and 2019.
- (5) The remaining cash-settled RSUs vest in three additional installments on March 14, 2018, 2019 and 2020.

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.

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