Ghia Ashish R Form 4 March 16, 2018

FORM 4

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

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

1(b). (Print or Type Responses)

1. Name and Address of Reporting Person * Ghia Ashish R

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CAREER EDUCATION CORP

(Check all applicable)

[CECO]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director X_ Officer (give title below)

10% Owner _ Other (specify below)

231 N. MARTINGALE ROAD

03/14/2018

CFO 6. Individual or Joint/Group Filing(Check

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SCHAUMBURG, IL 60173

(City)	(State) ((Zip) 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. Transactic Code (Instr. 8)	, ,			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	03/14/2018		F	406 (1)	D	\$ 13.85	107,622	D		
Common Stock	03/14/2018		F	1,825 (1)	D	\$ 13.85	105,797	D		
Common Stock	03/14/2018		F	902 (1)	D	\$ 13.85	104,895	D		
Common Stock	03/14/2018		M	2,397	A	<u>(2)</u>	107,292	D		
Common Stock	03/14/2018		D	2,397	D	\$ 13.85	104,895	D		

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Common Stock	03/14/2018	M	1,385	A	<u>(2)</u>	106,280	D
Common Stock	03/14/2018	D	1,385	D	\$ 13.85	104,895	D
Common Stock	03/14/2018	M	6,228	A	<u>(2)</u>	111,123	D
Common Stock	03/14/2018	D	6,228	D	\$ 13.85	104,895	D
Common Stock	03/14/2018	F	1,641 (1)	D	\$ 13.85	103,254	D
Common Stock	03/14/2018	F	2,462 (1)	D	\$ 13.85	100,792 (3)	D

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

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(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. Transacti Code (Instr. 8)	onof D Secu Acq (A) (Disp (D)	posed of tr. 3, 4,	Expiration Dat	5. Date Exercisable and Expiration Date Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares	
Cash-Settled RSU	(2)	03/14/2018		M		2,397	03/14/2018	03/14/2018	Common Stock	2,397	
Cash-Settled RSU	(2)	03/14/2018		M		1,385	<u>(4)</u>	03/14/2019	Common Stock	1,385	
Cash-Settled RSU	<u>(2)</u>	03/14/2018		M		6,228	<u>(5)</u>	03/14/2020	Common Stock	6,228	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Reporting Owners 2 Ghia Ashish R 231 N. MARTINGALE ROAD SCHAUMBURG, IL 60173

CFO

Signatures

Ashish R. Ghia by POA: Greg E. Jansen

03/16/2018

**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) Reflects shares of common stock surrendered to the Company to satisfy tax withholding obligations in connection with the vesting of restricted stock or stock units.
- (2) Each cash-settled RSU is the economic equivalent of one share of Issuer's common stock.
- Includes 72,331 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.
- (4) The remaining cash-settled RSUs vest in one additional installment on March 14, 2019.
- (5) The remaining cash-settled RSUs vest in two equal installments on March 14, 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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