

Ghia Ashish R  
Form 4  
March 16, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol  
CAREER EDUCATION CORP  
[CECO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
231 N. MARTINGALE ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/14/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
CFO

SCHAUMBURG, IL 60173

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/14/2018		F	406 <sup>(1)</sup> D \$ 13.85	107,622	D	
Common Stock	03/14/2018		F	1,825 <sup>(1)</sup> D \$ 13.85	105,797	D	
Common Stock	03/14/2018		F	902 <sup>(1)</sup> D \$ 13.85	104,895	D	
Common Stock	03/14/2018		M	2,397 A <sup>(2)</sup> \$ 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 <u>(1)</u>	D	\$ 13.85	103,254	D
Common Stock	03/14/2018	F	2,462 <u>(1)</u>	D	\$ 13.85	100,792 <u>(3)</u>	D

Reminder: Report on a separate line for each class of securities beneficially 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.**

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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Cash-Settled RSU	<u>(2)</u>	03/14/2018		M	2,397	03/14/2018 03/14/2018	Common Stock	2,397
Cash-Settled RSU	<u>(2)</u>	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

