## Edgar Filing: Thornton Leslie T - Form 4

Form 4												
May 01, 2009												
FORM 4	UNITED	STATES	SECU	RITIES	A	ND EX	СНА	NGE			PPROVA	۱L
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							Number:	3235-	0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of							Estimated	ated average on hours per				
obligations may continue. See Instruction 1(b).	-	a) of the I	Public U		oldi	ing Cor	npan	y Act	of 1935 or Section	on		
(Print or Type Response	es)											
				2. Issuer Name <b>and</b> Ticker or Trading Symbol CAREER EDUCATION CORP				-	5. Relationship of Reporting Person(s) to Issuer			
			[CECC	)]					(Check all applicable)			
				(Month/Day/Year)				_X_ Director Officer (giv below)	Officer (give title Other (specify			
STREET NW												
				iled(Month/Day/Year) Applicable Line)   _X_ Form filed by				Dint/Group Filing(Check One Reporting Person More than One Reporting				
WASHINGTON, I	DC 20006-	-5403							Person	More than One K	eporting	
(City) (Sta	ate)	(Zip)	Tab	ole I - Nor	1-De	erivative	Secu	rities A	cquired, Disposed	of, or Beneficia	lly Owned	d
	action Date Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transact Code (Instr. 8)	tion/ I	Disposed	(A) of (D)	)	Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al ip
				Code V	V	Amount	(D)	Price	(Instr. 5 and 4)			
Reminder: Report on a	separate line	for each cl	ass of sec	urities ber	nefic	Perso inform requir	ns w natio red to iys a	ho res n cont o respo	or indirectly. Spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	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	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	Transact	tiorDerivative	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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	`` <b>`</b>	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 22.04	04/30/2009		A	24,000	<u>(1)</u>	04/30/2019	Common Stock	24,000	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Thornton Leslie T DICKSTEIN SHAPIRO LLP 1825 I STREET NW WASHINGTON, DC 20006-5403	Х						
Signatures							
/s/ Gail B. Rago, as attorney-in-fact	05,	/01/2009					
**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) Immediately exercisable as to 8,000 of the underlying shares of Common Stock and exercisable as to 8,000 of the remaining underlying shares on each of April 30, 2010 and April 30, 2011.

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.