

Tober Stephen
Form 4
March 12, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Tober Stephen

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
SVP

CAREER EDUCATION CORPORATION, 231 N. MARTINGALE ROAD

(Street)

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

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. 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 or Price | | |
| Common Stock | 03/09/2012 | | D | | 2,585 (1) | D | \$ 0 51,788 D |
| Common Stock | 03/09/2012 | | D | | 20,018 (1) | D | \$ 0 31,770 D |
| Common Stock | 03/09/2012 | | D | | 5,170 (1) | D | \$ 0 26,600 D |
| Common Stock | 03/09/2012 | | D | | 21,024 (2) | D | \$ 0 5,576 D |

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 8.63 | 03/09/2012 | | D | 12,740 (3) | (4) 03/01/2022(5) | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 26.15 | 03/09/2012 | | D | 1,227 (3) | (4) 02/24/2019(5) | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 29.02 | 03/09/2012 | | D | 7,048 (3) | (4) 03/02/2020(5) | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Tober Stephen
CAREER EDUCATION CORPORATION
231 N. MARTINGALE ROAD
SCHAUMBURG, IL 60173

SVP

Signatures

By: Gail Rago, pursuant to POA For: Stephen J Tober

03/12/2012

__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).

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- (1) Reflects forfeiture of restricted stock in connection with Reporting Person's separation from the Company.
- (2) Reflects forfeiture of restricted stock units in connection with Reporting Person's separation from the Company or Reporting Person elected to forfeit the award for no consideration.
- (3) Reflects forfeiture of unvested stock options in connection with Reporting Person's separation from the Company or Reporting Person elected to forfeit the award for no consideration.
- (4) Exercisable in four equal annual installments beginning on the first anniversary of the grant date.
- (5) Expiration date is the original option expiration date; however, pursuant to the terms thereof, any options remaining outstanding will expire 30 days from Reporting Person's separation from the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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