

CAREER EDUCATION CORP
Form 10-Q/A
August 15, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark one)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED **June 30, 2006**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission File Number: **0-23245**

CAREER EDUCATION CORPORATION

(Exact name of registrant as specified in its charter)

Delaware **36-3932190**
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification No.)
2895 Greenspoint Parkway, Suite 600, Hoffman Estates, Illinois 60169
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: **(847) 781-3600**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Number of shares of registrant's common stock, par value \$0.01, outstanding as of August 8, 2006: 94,694,046

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A is being filed for the purpose of amending the number of shares outstanding on the cover page to our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2006, which was filed with the Securities and Exchange Commission on August 9, 2006 (the Original Form 10-Q). Items included in the Original Form 10-Q that are not amended by this Form 10-Q/A remain in effect as of the date of filing of the Original Form 10-Q.

Item 6. Exhibits

(a) Exhibits

- | | |
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| 31.1 | Certification of CEO pursuant to Section 302 of Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of CFO pursuant to Section 302 of Sarbanes-Oxley Act of 2002 |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 14, 2006

By:

/s/ PATRICK K. PESCH
Patrick K. Pesch
*Executive Vice President,
Chief Financial Officer, Treasurer
and Assistant Secretary*

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