

CAREER EDUCATION CORP
Form 4
August 13, 2007

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 *
BLUM CAPITAL PARTNERS LP

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)
909 MONTGOMERY STREET, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2007

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

SAN FRANCISCO, CA 94133

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 08/10/2007 | | P | | 10,300 | \$ 25.97 | A 537,000 D (1) (4) |
| Common Stock | 08/10/2007 | | P | | 16,800 | \$ 26.07 | A 553,800 D (1) (4) |
| Common Stock | 08/10/2007 | | P | | 55,800 | \$ 26.08 | A 609,600 D (1) (4) |
| Common Stock | 08/10/2007 | | P | | 16,800 | \$ 26.09 | A 626,400 D (1) (4) |
| Common Stock | 08/10/2007 | | P | | 11,200 | \$ 26.38 | A 637,600 D (1) (4) |

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| | | | | | | | |
|--------------|------------|---|---------|---|----------|-----------|-------------------------|
| Common Stock | 08/10/2007 | P | 11,200 | A | \$ 26.39 | 648,800 | D <u>(1)</u> <u>(4)</u> |
| Common Stock | 08/10/2007 | P | 400 | A | \$ 25.97 | 355,402 | D <u>(2)</u> <u>(4)</u> |
| Common Stock | 08/10/2007 | P | 600 | A | \$ 26.07 | 356,002 | D <u>(2)</u> <u>(4)</u> |
| Common Stock | 08/10/2007 | P | 2,100 | A | \$ 26.08 | 358,102 | D <u>(2)</u> <u>(4)</u> |
| Common Stock | 08/10/2007 | P | 600 | A | \$ 26.09 | 358,702 | D <u>(2)</u> <u>(4)</u> |
| Common Stock | 08/10/2007 | P | 400 | A | \$ 26.38 | 359,102 | D <u>(2)</u> <u>(4)</u> |
| Common Stock | 08/10/2007 | P | 400 | A | \$ 26.39 | 359,502 | D <u>(2)</u> <u>(4)</u> |
| Common Stock | 08/10/2007 | P | 200 | A | \$ 25.97 | 166,971 | D <u>(3)</u> <u>(4)</u> |
| Common Stock | 08/10/2007 | P | 300 | A | \$ 26.07 | 167,271 | D <u>(3)</u> <u>(4)</u> |
| Common Stock | 08/10/2007 | P | 1,100 | A | \$ 26.08 | 168,371 | D <u>(3)</u> <u>(4)</u> |
| Common Stock | 08/10/2007 | P | 300 | A | \$ 26.09 | 168,671 | D <u>(3)</u> <u>(4)</u> |
| Common Stock | 08/10/2007 | P | 200 | A | \$ 26.38 | 168,871 | D <u>(3)</u> <u>(4)</u> |
| Common Stock | 08/10/2007 | P | 200 | A | \$ 26.39 | 169,071 | D <u>(3)</u> <u>(4)</u> |
| Common Stock | 08/10/2007 | P | 50,700 | A | \$ 25.97 | 6,052,596 | D <u>(5)</u> |
| Common Stock | 08/10/2007 | P | 82,400 | A | \$ 26.07 | 6,134,996 | D <u>(5)</u> |
| Common Stock | 08/10/2007 | P | 274,400 | A | \$ 26.08 | 6,409,396 | D <u>(5)</u> |
| Common Stock | 08/10/2007 | P | 82,400 | A | \$ 26.09 | 6,491,796 | D <u>(5)</u> |
| Common Stock | 08/10/2007 | P | 54,900 | A | \$ 26.38 | 6,546,696 | D <u>(5)</u> |
| Common Stock | 08/10/2007 | P | 54,900 | A | \$ 26.39 | 6,601,596 | D <u>(5)</u> |
| Common Stock | 08/10/2007 | P | 7,000 | A | \$ 25.97 | 389,900 | D <u>(6)</u> |
| | 08/10/2007 | P | 11,300 | A | | 401,200 | D <u>(6)</u> |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|----------|---|-----|
| Common Stock | | | | | | \$ 26.07 | | |
| Common Stock | 08/10/2007 | P | 37,400 | A | \$ 26.08 | 438,600 | D | (6) |
| Common Stock | 08/10/2007 | P | 11,300 | A | \$ 26.09 | 449,900 | D | (6) |
| Common Stock | 08/10/2007 | P | 7,500 | A | \$ 26.38 | 457,400 | D | (6) |
| Common Stock | 08/10/2007 | P | 7,500 | A | \$ 26.39 | 464,900 | D | (6) |

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.

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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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BLUM CAPITAL PARTNERS LP 909 MONTGOMERY STREET SUITE 400 SAN FRANCISCO, CA 94133 | | X | | |
| RICHARD C BLUM & ASSOCIATES INC 909 MONTGOMERY STREET SUITE 400 | | X | | |

SAN FRANCISCO, CA 94133

Blum Strategic GP III, L.L.C.
 909 MONTGOMERY STREET
 SUITE 400
 SAN FRANCISCO, CA 94133

X

Saddlepoint Partners GP, L.L.C.
 909 MONTGOMERY STREET
 SUITE 400
 SAN FRANCISCO, CA 94133

X

Signatures

See Attached
 Signature Page 08/13/2007

**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) These shares are owned directly by Stinson Capital Partners L, L.P.
- (2) These shares are owned directly by Stinson Capital Partners (QP), L.P.
- (3) These shares are owned directly by Stinson Dominion, L.P.
- (4) These shares may be deemed to be owned indirectly by the following parties: (i) Blum Capital Partners, L.P. ("Blum LP"), the general partner of the limited partnerships described in Notes (1), (2) and (3); and (ii) Richard C. Blum & Associates, Inc. ("RCBA Inc."), the general partner of Blum LP. Blum LP and RCBA Inc. disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- (5) These shares are owned directly by Blum Strategic Partners III, L.P. ("Strategic III"). The shares also may be deemed to be owned indirectly by (i) Blum Strategic GP III, L.P. ("Blum GP III LP"), the general partner of Strategic III, and (ii) Blum Strategic GP III, L.L.C. ("Blum GP III"), the general partner of Blum GP III LP. Both Blum GP III LP and Blum GP III disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- (6) These shares are owned directly by Saddlepoint Partners (Cayman), L.P. ("Saddlepoint"). The shares also may be deemed to be owned indirectly by (i) Saddlepoint Partners GP, L.L.C. ("Saddlepoint GP"), the general partner of Saddlepoint; (ii) Blum LP, the managing member of Saddlepoint GP; and (iii) RCBA Inc., the general partner of Blum LP. Saddlepoint GP, Blum LP and RCBA Inc. disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

Remarks:

This Form 4 is Part 2 of 3 being filed to report transactions effected on August 10, 2007.

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.