

Czeszewski David C.
Form 4
March 18, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Czeszewski David C.

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)
CAREER EDUCATION
CORPORATION, 231 N.
MARTINGALE ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2019

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

SCHAUMBURG, IL 60173

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	03/14/2019		F		300 ⁽¹⁾ D	\$ 16.32	130,779 D
Common Stock	03/14/2019		F		679 ⁽¹⁾ D	\$ 16.32	130,100 D
Common Stock	03/14/2019		F		373 ⁽¹⁾ D	\$ 16.32	129,727 D
Common Stock	03/14/2019		F		290 ⁽¹⁾ D	\$ 16.32	129,437 D
	03/14/2019		F		367 ⁽¹⁾ D		129,070 D

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Common Stock						\$ 16.32	
Common Stock	03/14/2019	M	1,021	A	(2)	130,091	D
Common Stock	03/14/2019	D	1,021	D	\$ 16.32	129,070	D
Common Stock	03/14/2019	M	2,317	A	(2)	131,387	D
Common Stock	03/14/2019	D	2,317	D	\$ 16.32	129,070	D
Common Stock	03/14/2019	F	4,923 (1)	D	\$ 16.32	124,621 (3) (4)	D

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Cash-Settled RSU	(2)	03/14/2019		M		1,021		03/14/2019	03/14/2019	Common Stock	1,021
Cash-Settled RSU	(2)	03/14/2019		M		2,317		(5)	03/14/2020	Common Stock	2,317

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Czeszewski David C. CAREER EDUCATION CORPORATION	SVP, CIO

231 N. MARTINGALE ROAD
SCHAUMBURG, IL 60173

Signatures

David C. Czeszewski by POA: Michele R.
Chaffee

03/18/2019

____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) Reflects shares of common stock surrendered to the Company to satisfy tax withholding obligations in connection with the vesting of restricted stock or stock units.
- (2) Each cash-settled RSU is the economic equivalent of one share of Issuer's common stock.
- (3) Includes 49,595 restricted stock units granted pursuant to the Career Education Corporation 2008 or 2016 Incentive Compensation Plans, with each unit representing the contingent right to receive one share of Issuer's common stock.
- (4) Includes 474 shares acquired under the Career Education Corporation Employee Stock Purchase Plan.
- (5) The remaining cash-settled RSUs vest in one installment on March 14, 2020.

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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