

Thornton Leslie T
 Form 4
 February 20, 2009

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 *
 Thornton Leslie T

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)
 02/20/2009

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

DICKSTEIN SHAPIRO LLP, 1825
 EYE STREET NW

(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

WASHINGTON, DC 20006-5403

(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)
Common Stock				(A) or (D)	300	D	

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)

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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)	Amount or Number of S
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Stock Option	\$ 32.91	12/22/2005		D ⁽¹⁾	24,000	⁽²⁾ 12/21/2015 ⁽¹⁾	Common Stock	24,000
Stock Option	\$ 32.91	02/20/2009		A ⁽¹⁾	24,000	⁽²⁾ 12/21/2015 ⁽¹⁾	Common Stock	24,000
Stock Option	\$ 30.8	05/18/2006		D ⁽¹⁾	24,000	⁽³⁾ 05/17/2016 ⁽¹⁾	Common Stock	24,000
Stock Option	\$ 30.8	02/20/2009		A ⁽¹⁾	24,000	⁽³⁾ 05/17/2016 ⁽¹⁾	Common Stock	24,000
Stock Option	\$ 33.96	05/17/2007		D ⁽¹⁾	24,000	⁽⁴⁾ 05/16/2017 ⁽¹⁾	Common Stock	24,000
Stock Option	\$ 33.96	02/20/2009		A ⁽¹⁾	24,000	⁽⁴⁾ 05/16/2017 ⁽¹⁾	Common Stock	24,000
Stock Option	\$ 18.64	05/13/2008		D ⁽¹⁾	24,000	⁽⁵⁾ 05/12/2018 ⁽¹⁾	Common Stock	24,000
Stock Option	\$ 18.64	02/20/2009		A ⁽¹⁾	24,000	⁽⁵⁾ 05/12/2018 ⁽¹⁾	Common Stock	24,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thornton Leslie T DICKSTEIN SHAPIRO LLP 1825 EYE STREET NW WASHINGTON, DC 20006-5403	X			

Signatures

/s/ Gail B. Rago, as attorney-in-fact
Date: 02/20/2009

**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) Amendment of outstanding options to provide for an extended exercise period following cessation of services as a director, which may result in a deemed cancellation of the option and the grant of a replacement option.

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- (2) Grants were fully vested as of December 22, 2007.
- (3) Grants were fully vested as of May 18, 2008.
- (4) Immediately exercisable as to 16,000 of the underlying shares of Common Stock and exercisable as to 8,000 of the remaining underlying shares on May 17, 2009.
- (5) 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 May 13, 2009 and 2010.

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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