

Williams Brian R.
Form 4
May 23, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Williams Brian R.

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)
05/19/2011

____ 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. 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)
				(A) or (D)	Amount (D) Price		
Common Stock	05/19/2011		A	20,018 A	\$ 0 55,781.7807	D	

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.

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Brian R. CAREER EDUCATION CORPORATION 231 N. MARTINGALE ROAD SCHAUMBURG, IL 60173			SVP	

Signatures

By: Gail B Rago, pursuant to POA For: Brian R Williams 05/23/2011

**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).

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. 4>

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

ING. JAIME CHICO PARDO

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

ING. ANTONIO COSIO ARI

ÑO

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

SR. MARK E. ROYSE

EFFECTIVE DATE:

DEL :

29/04/2003 AL: 30/04/2004

NAME:

MTRA. AMPARO ESPINOSA RUGARCIA

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

ING. ELMER FRANCO MACIAS

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

C.P. RAFAEL KALACH MIZRAHI

EFFECTIVE DATE:

FROM :

Explanation of Responses:

04/29/2003 TO: 04/30/2004

NAME:

LIC. ANGEL LOSADA MORENO

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

SRITA. JANET DUNCAN

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

LIC. RICARDO MARTIN BRINGAS

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

SR. ROMULO O FARRIL JR.:

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

C.P. JUAN ANTONIO PEREZ SIMON

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

Explanation of Responses:

NAME:

LIC. FERNANDO SENDEROS MESTRE

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

LIC. CARLOS SLIM DOMIT

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

LIC. MARCO ANTONIO SLIM DOMIT

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

SR. JAMES W. CALLAWAY

POSITION:

BOARD ALTERNATES

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

SR. JAIME ALVERDE GOYA

EFFECTIVE DATE:

FROM :

Explanation of Responses:

04/29/2003 TO: 04/30/2004

NAME:

LIC. CARLOS BERNAL VEREA

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

SR. JORGE A. CHAPA SALAZAR

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

ING. ANTONIO COSIO PANDO

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

C.P. ANTONIO DEL VALLE RUIZ

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

LIC. ARTURO ELIAS AYUB

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

Explanation of Responses:

NAME:

[SRA. ANGELES ESPINOSA YGLESIAS](#)

EFFECTIVE DATE:

FROM :

[04/29/2003 TO: 04/30/2004](#)

NAME:

[SR. JORGE ESTEVE CAMPDERA](#)

EFFECTIVE DATE:

FROM :

[04/29/2003 TO: 04/30/2004](#)

NAME:

[ING. AGUSTIN FRANCO MACIAS](#)

EFFECTIVE DATE:

FROM :

[04/29/2003 TO: 04/30/2004](#)

NAME:

[C.P. HUMBERTO GUTIERREZ OLVERA Z.](#)

EFFECTIVE DATE:

FROM :

[04/29/2003 TO: 04/30/2004](#)

NAME:

[LIC. JOSE KURI HARFUSH](#)

EFFECTIVE DATE:

FROM :

[04/29/2003 TO: 04/30/2004](#)

NAME:

Explanation of Responses:

LIC. FEDERICO LAFFAN FANO

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

C.P. FRANCISCO MEDINA CHAVEZ

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

ING. BERNARDO QUINTANA ISAAC

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

LIC. PATRICK SLIM DOMIT

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

LIC. FERNANDO SOLANA MORALES

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

LIC. FERNANDO VALDES ACRA

Explanation of Responses:

POSITION:

STATUTORY AUDITOR

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

C.P. ALBERTO TIBURCIO CELORIO

POSITION:

ALTERNATE STATUTORY AUDITOR

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

C.P. FERNANDO ESPINOSA LOPEZ

POSITION:

SECRETARY OF THE BOARD OF DIRECTORS

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

NAME:

LIC. SERGIO MEDINA NORIEGA

POSITION:

ASISTANT SECRETARY

EFFECTIVE DATE:

FROM :

04/29/2003 TO: 04/30/2004

Explanation of Responses:

NAME:

LIC. RAFAEL ROBLES MIAJA