

Williams Brian R.  
 Form 3  
 September 19, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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.  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 09/15/2008

3. Issuer Name and Ticker or Trading Symbol  
 CAREER EDUCATION CORP [CECO]

4. Relationship of Reporting Person(s) to Issuer

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

CAREER EDUCATION CORPORATION, 2895 GREENSPPOINT PARKWAY, SUITE 600  
 (Street)

(Check all applicable)

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

HOFFMAN ESTATES, IL 60169  
 (City) (State) (Zip)

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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,590.6826 <sup>(1)</sup>	D	^
Common Stock	500 <sup>(2)</sup>	D	^
Common Stock	5,850 <sup>(3)</sup>	D	^

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Williams Brian R. - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Brian R. CAREER EDUCATION CORPORATION 2895 GREENSPPOINT PARKWAY, SUITE 600 HOFFMAN ESTATES, IL 60169	^	^	^ SVP-Culinary	^

## Signatures

/s/Brian R.  
Williams

09/17/2008

\*\*Signature of  
Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Acquired under the Company's Employee Stock Purchase Plan, a Section 423 plan exempt from Section 16(a) and 16 (b) of the Securities and Exchange Act of 1934 pursuant to Rule 16b-3(c) of that Act.
  - (2) Grant of restricted shares approved by the Compensation Committee of the Company's Board of Directors on March 19, 2007 under the Career Education Corporation 1998 Incentive Stock Plan. This number represents the maximum number of shares that could become vested assuming full satisfaction of all vesting requirements.
  - (3) Grant of restricted shares approved by the Compensation Committee of the Company's Board of Directors on March 13, 2008 under the Career Education Corporation 1998 Incentive Stock Plan. This number represents the maximum number of shares that could become vested assuming full satisfaction of all vesting requirements.

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.