### Edgar Filing: CAREER EDUCATION CORP - Form 4

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CAREER EI Form 4 April 15, 201	DUCATION C	ORP									
FORM									OMB AF	PPROVAL	
	UNITE	D STATES		CITIES A Shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no long									Expires:	January 31,	
subject to STATEMEN Section 16. Form 4 or				SECUR	ITIES		NERSHIP OF	Estimated a burden hou response			
obligatio may cont <i>See</i> Instru 1(b).	ns Section 1	7(a) of the	Public Ut		ling Com	pany	Act of	e Act of 1934, 71935 or Section 0	1		
(Print or Type I	Responses)										
BLUM CAPITAL PARTNERS LP Symbol			Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			[CECO]								
				f Earliest Transaction Day/Year)				Director X 10% Owner Officer (give title Other (specify			
909 MONT STREET, S			04/11/20	•				below)	below)		
SAN FRAN	(Street)	4133		ndment, Dat th/Day/Year)	-			6. Individual or Jo Applicable Line) Form filed by O _X_ Form filed by M Person	ne Reporting Per	rson	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecurit	ties Aca	uired, Disposed of	. or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Executio any	e 2A. Deemed Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)		
Common Stock								17,779	D <u>(1)</u>		
Common Stock	04/13/2013			S	77,100	D	\$ 2.1	5,407,596	D (2)		
Common Stock	04/12/2013			S	73,400	D	\$ 2.17	5,484,696	D (2)		
Common Stock	04/11/2013			S	72,900	D	\$ 2.18	5,558,096	D (2)		
Common Stock	04/13/2013			S	77,900	D	\$ 2.1	5,458,459	D (3)		

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Common Stock	04/12/2013	S	74,200 D	\$ 2.17	5,536,359	D (3)
Common Stock	04/11/2013	S	73,538 D	\$ 2.18	5,610,559	D <u>(3)</u>

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.

# 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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
BLUM CAPITAL PARTNERS LP 909 MONTGOMERY STREET SUITE 400 SAN FRANCISCO, CA 94133		Х					
RICHARD C BLUM & ASSOCIATES INC 909 MONTGOMERY STREET SUITE 400 SAN FRANCISCO, CA 94133		Х					
Blum Strategic GP III, L.L.C. 909 MONTGOMERY STREET SUITE 400 SAN FRANCISCO, CA 94133		Х					
Blum Strategic GP IV, L.L.C. 909 MONTGOMERY STREET		Х					

#### SUITE 400 SAN FRANCISCO, CA 94133

## Signatures

See Attached Signature Page

04/15/2013

Date

\*\*Signature of Reporting Person

### **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 directly owned by Richard C. Blum & Associates, Inc. ("RCBA Inc.").

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,

(2) Indirectly by (i) Bluin Strategie OF III, ET. (Bluin OF III EF), the general particle of Strategie III, and (ii) Bluin Strategie OF III, ET. (Bluin OF III EF), 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.

These shares are owned directly by Blum Strategic Partners IV, L.P. ("Strategic IV"). The shares also may be deemed to be owned indirectly by (i) Blum Strategic GP IV, L.P. ("Blum GP IV LP"), the general partner of Strategic IV, and (ii) Blum Strategic GP IV,

(3) Indirectly by (i) bluin obtaces of iv, E.I. ( bluin of iv EI ), the general particle of obtaces of iv, and (ii) bluin obtaces of iv, E.I. ( bluin of iv EI ), the general particle of obtaces of iv, and (ii) bluin obtaces of iv, in the set of the set of the set of any pecuniary interest therein.

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.