

McNamara Thomas A.  
 Form 3/A  
 January 27, 2011

**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
McNamara Thomas A.		(Month/Day/Year)	CAREER EDUCATION CORP [CECO]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
				11/12/2010
2895 GREENSPPOINT PARKWAY			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
HOFFMAN ESTATES, IL 60169			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			SVP	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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 <sup>(6)</sup>	23,690.4875 <sup>(1)</sup>	D	À

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares			or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â (2)	05/16/2012	Common Stock	500	\$ 22.07	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	02/24/2019	Common Stock	6,008	\$ 26.15	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	07/31/2016	Common Stock	2,000	\$ 28.19	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	03/02/2020	Common Stock	11,368	\$ 29.02	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	05/18/2013	Common Stock	2,000	\$ 29.35	D	Â
Non-Qualified Stock Option (right to buy)	Â (5)	03/18/2017	Common Stock	4,500	\$ 29.68	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	05/19/2015	Common Stock	2,000	\$ 34.7	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	05/20/2014	Common Stock	2,500	\$ 62.56	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McNamara Thomas A. 2895 GREENSPOINT PARKWAY HOFFMAN ESTATES, IL 60169	Â	Â	Â SVP	Â

## Signatures

Gail B. Rago, as power of attorney for Thomas A. McNamara

01/27/2011

\_\_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) a. 519,4875 shares which were purchased under the Company's Employee Stock Purchase Plan, a Section 423 plan exempt from Section 16(a) and 16(b) of the SEC Act of 1934 pursuant to Rule 16b-3(c) of the Act. b. 21,807 restricted shares granted by the Compensation Committee of the Company's Board of Directors. This number represents the maximum number of shares that have or could become vested assuming full satisfaction of all vesting requirements.
  - (2) Immediately Exercisable.
  - (3) Immediately exercisable as to the 1,502 shares of the underlying shares of Common Stock and the remaining underlying shares become exercisable in three equal annual installments on February 25, 2011, 2012 and 2013.
  - (4) Exercisable in four equal annual installments on each of March 3, 2011, 2012, 2013 and 2014.

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- (5) Immediately exercisable as to the 3,375 shares of the underlying shares of Common Stock and exercisable as to 1,125 of the remaining underlying shares on 3/19/2011.
- (6) The original Form 3 correctly stated the insider's holdings but is being amended solely to attach the POA.

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**Remarks:**

Exhibit 24 - Power of Attorney

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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