

DEVRY INC
Form 4
May 09, 2007

FORM 4

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

OMB APPROVAL

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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 *
KELLER DENNIS J

(Last) (First) (Middle)

1155 35TH STREET

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEVRY INC [DV]

3. Date of Earliest Transaction
(Month/Day/Year)
04/27/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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)	Price		
Common Stock	04/27/2007	04/27/2007	S	0 ⁽¹⁾	D \$ 0	8,566,547	D
Common Stock	05/07/2007		S	400 ⁽²⁾	D \$ 33.85	8,553,747	D
Common Stock	05/07/2007		S	550 ⁽²⁾	D \$ 33.86	8,553,197	D
Common Stock	05/07/2007		S	130 ⁽²⁾	D \$ 33.87	8,553,067	D
Common Stock	05/07/2007		S	950 ⁽²⁾	D \$ 33.9	8,552,117	D
	05/07/2007		S		D	8,551,037	D

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Common Stock			1,080 (2)	\$			33.91		
Common Stock	05/07/2007	S	1,080 (2)	D	\$	8,549,957	33.94	D	
Common Stock	05/07/2007	S	450 (2)	D	\$	8,549,507	33.95	D	
Common Stock	05/07/2007	S	1,710 (2)	D	\$	8,547,797	33.96	D	
Common Stock	05/07/2007	S	1,180 (2)	D	\$	8,546,617	33.98	D	
Common Stock	05/07/2007	S	300 (2)	D	\$	8,546,317	33.99	D	
Common Stock	05/07/2007	S	1,380 (2)	D	\$	8,544,937	34	D	
Common Stock	05/07/2007	S	160 (2)	D	\$	8,544,777	34.01	D	
Common Stock	05/07/2007	S	1,240 (2)	D	\$	8,543,537	34.02	D	
Common Stock	05/07/2007	S	160 (2)	D	\$	8,543,377	34.04	D	
Common Stock	05/07/2007	S	130 (2)	D	\$	8,543,247	34.04	D	
Common Stock	05/07/2007	S	160	D	\$	8,543,087	34.09	D	
Common Stock	05/07/2007	S	290 (2)	D	\$	8,542,797	34.1	D	
Common Stock	05/07/2007	S	200 (2)	D	\$	8,542,597	34.11	D	
Common Stock	05/07/2007	S	750 (2)	D	\$	8,541,847	34.12	D	
Common Stock							1,512	I	IRA-by spouse
Common Stock							8,500	I	by Spouse

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.

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(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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLER DENNIS J 1155 35TH STREET OAK BROOK, IL 60523	X	X		

Signatures

By: Debi Rouse For: Dennis J. Keller
Date: 05/09/2007
**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) Calculation error in reporting total amount of securities beneficially owned at end of reporting period.
- (2) These shares were sold pursuant to an active 10b5-1 Trading Plan.

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.