

PARROTT SHARON THOMAS
Form 4
April 28, 2010

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

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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 *
PARROTT SHARON THOMAS

(Last) (First) (Middle)
3005 HIGHLAND PARKWAY
(Street)

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2010

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)
SVP, Gov. & Regulatory Affairs

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/27/2010		M		300	A	\$ 31.75
Common Stock	04/27/2010		M		2,200	A	\$ 31.75
Common Stock	04/27/2010		M		100	A	\$ 35.1
Common Stock	04/27/2010		M		2,900	A	\$ 35.1
Common Stock	04/27/2010		S		5,500	D	\$ 66.9546

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Common Stock 640 I 401-k DeVry Stock

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

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SEC 1474 (9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities			6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)			
Incentive Stock Option (right to buy)	\$ 31.75	04/27/2010		M		300	08/21/2005 ⁽¹⁾ 08/21/2010	Common Stock	300	
Incentive Stock Option (right to buy)	\$ 31.75	04/27/2010		M		2,200	08/21/2005 ⁽¹⁾ 08/21/2010	Common Stock	2,200	
Incentive Stock Option (right to buy)	\$ 35.1	04/27/2010		M		100	08/24/2006 ⁽¹⁾ 08/24/2011	Common Stock	100	
Incentive Stock Option (right to buy)	\$ 35.1	04/27/2010		M		2,900	08/24/2006 ⁽¹⁾ 08/24/2011	Common Stock	2,900	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARROTT SHARON THOMAS 3005 HIGHLAND PARKWAY DOWNERS GROVE, IL 60515			SVP, Gov. & Regulatory Affairs	

Signatures

By: Robyn B. Martin For: Sharon Thomas
Parrott

04/28/2010

__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) This option vests at 20% per year. This option will be fully vested at the end of the 5th year.

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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