

PARROTT SHARON THOMAS
Form 4
November 07, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Gov. & Regulatory Affairs

(Street)
DOWNS GROVE, IL 60515

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	11/04/2011		M	V	1,545	\$ 34.53	2,152	D
Common Stock	11/04/2011		S		1,545	\$ 38	607	D
Common Stock	11/04/2011		M		2,000	\$ 21.62	2,607	D
Common Stock	11/04/2011		S		2,000	\$ 38	607	D
Common Stock	11/04/2011		M		6,455	\$ 34.53	7,062	D

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Common Stock 11/04/2011 S 6,455 D \$ 38 607 D

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 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)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Incentive Stock Option (Right to Buy)	\$ 34.53	11/04/2011		M	1,545	08/31/2008 ⁽²⁾ 08/31/2017	Common Stock	1,545	
Incentive Stock Option (Right to Buy)	\$ 21.62	11/04/2011		M	2,000	10/03/2007 ⁽¹⁾ 10/03/2016	Common Stock	2,000	
Incentive Stock Option (Right to Buy)	\$ 34.53	11/04/2011		M	6,455	08/31/2008 ⁽²⁾ 08/31/2017	Common Stock	6,455	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PARROTT SHARON THOMAS
3005 HIGHLAND PARKWAY
DOWNS GROVE, IL 60515

SVP, Gov. & Regulatory Affairs

Signatures

/s/ Robyn B. Martin, For Sharon Thomas
Parrott

11/07/2011

__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.

(2) This option vests at 20% per year. This option will be fully vested at the end of the 5th year. This option was issued in two parts- one as an ISO and the other as a non-qualified option due to the ISO limitations.

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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