HAMBURGER DANIEL

Form 4/A

December 17, 2012

Check this box

if no longer

subject to

Section 16.

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

SECURITIES

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * HAMBURGER DANIEL

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

DEVRY INC [DV]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year)

08/27/2010

_X__ Director 10% Owner Other (specify

(Check all applicable)

X_ Officer (give title below) below) President and CEO

(Street) 4. If Amendment, Date Original

> Filed(Month/Day/Year) 08/31/2010

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

DOWNERS GROVE, IL 60515

3005 HIGHLAND PARKWAY

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and A Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Underlying So Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4

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Price of (Instr. 3) (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V (D) Date Exercisable Expiration (A) Title Date Non-qualified 147,416 Common 08/27/2011(2) 08/27/2020 **Stock Option** \$ 38.71 08/27/2010 A (1) Stock (Right to Buy)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HAMBURGER DANIEL
3005 HIGHLAND PARKWAY X President and CEO

DOWNERS GROVE, IL 60515

Signatures

/s/ Gregory S. Davis for Daniel
Hamburger
12/17/2012

**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).
 - As previously reported on a Form 4 filed on August 31, 2010 by the reporting person, the reporting person reported acquiring Non-Qualified Stock Options (NQSOs) to purchase shares of common stock. However, DeVry Inc. subsequently determined that NQSOs to purchase 34,100 shares of common stock were not validly granted pursuant to DeVry Inc.'s Amended and Restated 2005 Incentive Plan
- (1) because they, together with 2,584 Incentive Stock Options granted simultaneously with the NQSOs, exceeded the limit on the number of stock options that may be granted to any individual participant one year period. Accordingly, the attempted grant of these excess stock options was ineffective, and they were never granted to the reporting person. The reporting person is filing this amendment to report the correct amount of stock options acquired.
- (2) This option vests at 25% per year. This option will be fully vested at the end of the 4th year.

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.

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