DEVRY INC Form 4 May 09, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * KELLER DENNIS J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

(Street)

DEVRY INC [DV]

(Check all applicable)

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

_X__ Director Officer (give title

_X__ 10% Owner _Other (specify

1155 35TH STREET 04/27/2007

(Middle)

below) 6. Individual or Joint/Group Filing(Check

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

Applicable Line)

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

Person

OAK BROOK, IL 60523

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
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	\$ 33.94	8,549,957	D	
Common Stock	05/07/2007	S	450 (2)	D	\$ 33.95	8,549,507	D	
Common Stock	05/07/2007	S	1,710 (2)	D	\$ 33.96	8,547,797	D	
Common Stock	05/07/2007	S	1,180 (2)	D	\$ 33.98	8,546,617	D	
Common Stock	05/07/2007	S	300 (2)	D	\$ 33.99	8,546,317	D	
Common Stock	05/07/2007	S	1,380 (2)	D	\$ 34	8,544,937	D	
Common Stock	05/07/2007	S	160 (2)	D	\$ 34.01	8,544,777	D	
Common Stock	05/07/2007	S	1,240 (2)	D	\$ 34.02	8,543,537	D	
Common Stock	05/07/2007	S	160 (2)	D	\$ 34.04	8,543,377	D	
Common Stock	05/07/2007	S	130 (2)	D	\$ 34.04	8,543,247	D	
Common Stock	05/07/2007	S	160	D	\$ 34.09	8,543,087	D	
Common Stock	05/07/2007	S	290 (2)	D	\$ 34.1	8,542,797	D	
Common Stock	05/07/2007	S	200 (2)	D	\$ 34.11	8,542,597	D	
Common Stock	05/07/2007	S	750 <u>(2)</u>	D	\$ 34.12	8,541,847	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.

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

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

Signatures

By: Debi Rouse For: Dennis J. 05/09/2007 Keller

**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.

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