Unzicker Patrick J Form 4 August 26, 2011

FORM 4

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

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 * Unzicker Patrick J

(Zip)

2. Transaction Date 2A. Deemed

(First) (Last)

(Middle)

3005 HIGHLAND PARKWAY

(Street)

DOWNERS GROVE, IL 60515

(State)

08/24/2011

(City)

1.Title of

Security

(Instr. 3)

Common

Stock (3) (4)

2. Issuer Name and Ticker or Trading

Symbol

3. Date of Earliest Transaction

DEVRY INC [DV]

(Month/Day/Year)

08/24/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

A

3.

Disposed of (D)

(Instr. 3, 4 and 5)

Following Reported (A) or

Code V Amount (D) Price

4. Securities

3,775 A \$0 6,945

OMB APPROVAL

OMB 3235-0287 Number:

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response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) Controller

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

5. Amount of

Securities

Owned

Beneficially

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

Indirect (I)

(Instr. 4)

Ownership (Instr. 4)

(9-02)

Transaction(s) (Instr. 3 and 4)

D

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)

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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. Transactic 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh
Incentive Stock Option (Right to Buy)	\$ 41.87	08/24/2011		A	2,832	08/24/2012(1)	08/24/2021	Common Stock	2
Non-qualified Stock Option (Right to Buy)	\$ 41.87	08/24/2011		A	943	08/24/2012(2)	08/24/2021	Common Stock	9

Reporting Owners

Reporting Owner Name / Address	Relationships					
Transfer de la companya de la compan	Director	10% Owner	Officer	Other		
Unzicker Patrick J 3005 HIGHLAND PARKWAY DOWNERS GROVE, IL 60515			Controller			

Signatures

/s/ Robyn B. Martin, for Patrick Unzicker 08/26/2011

**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 25% per year. This option will be fully vested at the end of the 4th 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.
- (2) This option vests at 25% per year. This option will be fully vested at the end of the 4th year.
- (3) The common stock is a restricted stock unit which represents a right to receive one share of common stock for each restricted stock unit. Stock units vest in four equal installments beginning on the anniversary of the transaction date.
- (4) The common stock is a restricted stock unit which represents a right to receive one share of common stock for each restricted stock unit. Stock units vest in four equal installments beginning on the anniversary of the transaction date.

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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