

BROWN DAVID S
Form 4
April 30, 2007

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 *
BROWN DAVID S

(Last) (First) (Middle)
213 WEST NINTH STREET
(Street)
HINSDALE, IL 60521
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/27/2007

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)

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	04/27/2007		M		7,500 A \$ 13.4688	D	
Common Stock	04/27/2007		S		1,700 (1) D \$ 33.47	D	
Common Stock	04/27/2007		S		1,400 (1) D \$ 33.49	D	
Common Stock	04/27/2007		S		600 (1) D \$ 33.64	D	
Common Stock	04/27/2007		S		700 (1) D \$ 33.62	D	
	04/27/2007		S		400 (1) D \$ 33.63	D	

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Common Stock									
Common Stock	04/27/2007	S	100 <u>(1)</u>	D	\$ 33.65	2,600	D		
Common Stock	04/27/2007	S	100 <u>(1)</u>	D	\$ 33.66	2,500	D		
Common Stock	04/27/2007	S	1,500 <u>(1)</u>	D	\$ 33.52	1,000	D		
Common Stock	04/27/2007	S	1,000 <u>(1)</u>	D	\$ 33.59	0	D		
Common Stock	04/27/2007	S	1,000 <u>(1)</u>	D	\$ 34.54	55,000	I		by Trust
Common Stock	04/27/2007	S	700 <u>(1)</u>	D	\$ 34.55	54,300	I		by Trust
Common Stock	04/27/2007	S	300 <u>(1)</u>	D	\$ 34.59	54,000	I		by Trust
Common Stock	04/27/2007	S	1,000 <u>(1)</u>	D	\$ 34.5	53,000	I		by Trust
Common Stock	04/27/2007	S	100 <u>(1)</u>	D	\$ 34.48	52,900	I		by Trust
Common Stock	04/27/2007	S	300 <u>(1)</u>	D	\$ 34.43	52,600	I		by Trust
Common Stock	04/27/2007	S	400 <u>(1)</u>	D	\$ 34.29	52,200	I		by Trust
Common Stock	04/27/2007	S	200 <u>(1)</u>	D	\$ 34.22	52,000	I		by Trust
Common Stock	04/27/2007	S	200 <u>(1)</u>	D	\$ 33.97	51,800	I		by Trust
Common Stock	04/27/2007	S	600 <u>(1)</u>	D	\$ 33.84	51,200	I		by Trust
Common Stock	04/27/2007	S	200 <u>(1)</u>	D	\$ 33.73	51,000	I		by Trust
Common Stock						7,500	I		IRA

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)**

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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.	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 Security (Instr. 3 and 4)
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	Date Exercisable	Expiration Date	Title	
	Code	V	(A)	(D)
Non-Qualified Stock Option (right to buy)	M	7,500	11/18/1998 ⁽²⁾	11/18/2007
			Common Stock	7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN DAVID S 213 WEST NINTH STREET HINSDALE, IL 60521	X			

Signatures

By: Debi Rouse For: David S. Brown

04/27/2007

**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) These shares were sold pursuant to an active 10b5-1 Trading Plan.
- (2) This options is fully exercisable after three years of the option date at a rate of 33.33% for each of the first three years and expires in 10 years from the option 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.