Roselli John P Form 4 February 18, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

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

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Roselli John P

3005 HIGHLAND PARKWAY

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

DEVRY INC [DV]

(Check all applicable)

(Last)

(City)

(First) (Middle)

(Zip)

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

Director

02/16/2010

X_ Officer (give title _X_ Other (specify below) below)

10% Owner

Sr. Vice President, Corporate / Sr. Vice

President, Corporate

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Person

Table I. Non-Derivative Securities Acquired Disposed of or Reneficially Owned

DOWNERS GROVE, IL 60515

		Table 1 - Non-Derivative Securities Acqui					reu, Disposed of, of Deficially Owned			
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio			cquired (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)	` '	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,		` '	Beneficially Owned	Form: Direct (D)	Beneficial Ownership	
					(4)		Following Reported	or Indirect (I)	(Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	02/16/2010		M	3,010	A	\$ 21.4	3,010	D		
Common Stock	02/16/2010		S	3,010	D	\$ 60.2386	0	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)

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 Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D)		Cransaction of Derivative Expiration Date Code Securities (Month/Day/Year) Instr. 8) Acquired (A) or Disposed of		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 21.4	02/16/2010		M	3,010	(1)	06/15/2015	Common Stock	3,01

Reporting Owners

	Relationships
Reporting Owner Name / Address	•

Director 10% Owner Officer Other

Roselli John P 3005 HIGHLAND PARKWAY DOWNERS GROVE, IL 60515

Sr. Vice President, Corporate Sr. Vice President, Corporate

Signatures

By: Robyn B. Martin For: John P. Roselli 02/18/2010

**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 is immediately exercisable on the date of the grant.

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.

Reporting Owners 2