

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

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 *
BROWN DAVID S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
213 WEST NINTH STREET

(Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

HINSDALE, IL 60521

(City) (State) (Zip)

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

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	7,500	D
Common Stock	04/27/2007		S		1,700 (1) D \$ 33.47	5,800	D
Common Stock	04/27/2007		S		1,400 (1) D \$ 33.49	4,400	D
Common Stock	04/27/2007		S		600 (1) D \$ 33.64	3,800	D
Common Stock	04/27/2007		S		700 (1) D \$ 33.62	3,100	D
	04/27/2007		S		400 (1) D \$ 33.63	2,700	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. Transaction Code	5. Number of Derivative Securities (Instr. 8)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Non-Qualified Stock Option (right to buy)	\$ 13.4688	04/27/2007		M	7,500	11/18/1998 ⁽²⁾ 11/18/2007	Common Stock
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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
Date: 04/27/2007

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.