

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-11-07** | Period of Report: **2011-11-04**

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REPORTING OWNER

PARROTT SHARON THOMAS

CIK: **1239939**

Type: **4** | Act: **34** | File No.: **001-13988** | Film No.: **111184232**

Mailing Address

*DEVRY INC
3005 HIGHLAND PARKWAY
DOWNERS GROVE IL 60515*

ISSUER

DEVRY INC

CIK: **730464** | IRS No.: **363150143** | State of Incorporation: **DE** | Fiscal Year End: **0811**
SIC: **8200** Educational services

Mailing Address

*3005 HIGHLAND PARKWAY
DOWNERS GROVE IL 60515*

Business Address

*3005 HIGHLAND PARKWAY
DOWNERS GROVE IL 60515
6305157700*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person PARROTT SHARON THOMAS			2. Issuer Name and Ticker or Trading Symbol DEVRY INC [DV]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) SVP, Gov. & Regulatory Affairs	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/04/2011			
3005 HIGHLAND PARKWAY			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person	
(Street)						
DOWNERS GROVE, IL 60515						
(City)	(State)	(Zip)				

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	11/04/2011		<u>M</u>		1,545	A	\$34.53	2,152	D	
Common Stock	11/04/2011		<u>S</u>		1,545	D	\$38	607	D	
Common Stock	11/04/2011		<u>M</u>		2,000	A	\$21.62	2,607	D	
Common Stock	11/04/2011		<u>S</u>		2,000	D	\$38	607	D	
Common Stock	11/04/2011		<u>M</u>		6,455	A	\$34.53	7,062	D	
Common Stock	11/04/2011		<u>S</u>		6,455	D	\$38	607	D	

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. Transaction 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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
Incentive Stock Option	\$34.53	11/04/2011		<u>M</u>		1,545	08/31/2008 ⁽²⁾	08/31/2017	Common Stock	1,545	\$ 0	6,910	D

(Right to Buy)														
Incentive Stock Option (Right to Buy)	\$21.62	11/04/2011		<u>M</u>			2,000	10/03/2007 ⁽¹⁾	10/03/2016	Common Stock	2,000	\$ 0	0	D
Incentive Stock Option (Right to Buy)	\$34.53	11/04/2011		<u>M</u>			6,455	08/31/2008 ⁽²⁾	08/31/2017	Common Stock	6,455	\$ 0	455	D

Explanation of Responses:

1. This option vests at 20% per year. This option will be fully vested at the end of the 5th year.
2. This option vests at 20% per year. This option will be fully vested at the end of the 5th 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.

Signatures

/s/ Robyn B. Martin, For Sharon Thomas Parrott

** Signature of Reporting Person

11/07/2011

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.