DEVRY EDUCATION GROUP INC.

Form 4

August 28, 2015

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Nash Christopher C

2. Issuer Name and Ticker or Trading

Symbol

DEVRY EDUCATION GROUP

5. Relationship of Reporting Person(s) to Issuer

(Last) (First)

INC. [DV] (Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 08/26/2015

Director 10% Owner Other (specify

(Check all applicable)

X_ Officer (give title below) below) SVP, Chief Information Officer

3005 HIGHLAND PARKWAY

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

DOWNERS GROVE, IL 60515

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

\$0

1. Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following (Instr. 4) Reported

Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4) Price

8,212

Code V Amount (D)

Common Stock (1)

08/26/2015

A 2.290 Α

D

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

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: DEVRY EDUCATION GROUP INC. - Form 4

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)	\$ 26.23	08/26/2015		A	4,220	08/26/2016(2)	08/26/2025	Common Stock	4
Non-qualified Stock Option (Right to Buy)	\$ 26.23	08/26/2015		A	7,355	08/26/2016(3)	08/26/2025	Common Stock	7

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Nash Christopher C			SVP, Chief				
3005 HIGHLAND PARKWAY			Information				
DOWNERS GROVE, IL 60515			Officer				
Signatures							
/s/ Gregory S. Davis for Christopher Nash	C.	08/28/2015					

Explanation of Responses:

**Signature of Reporting Person

- * 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) 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.

Date

- (2) This option vests at 25% per year and will be fully vested at the end of the 4th year. This option was issued in two parts one as an incentive stock option (ISO), and the other as a non-qualified stock option (NQSO) due to the ISO limitations.
- (3) This option vests at 25% per year. This option will be fully vested at the end of the 4th year.

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