DEVRY INC Form 4 February 16, 2007

FORM 4

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

OMB Number 3235-0287

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

Number: January 31, 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

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

response... 0.5

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person **
KELLER DENNIS J

(First)

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Sylli

(Middle)

DEVRY INC [DV]

(Check all applicable)

3. Date of Earliest Transaction (Month/Day/Year) 02/14/2007

1155 35TH STREET

4. If Amendment, Date Original

 $6. \ Individual \ or \ Joint/Group \ Filing (Check$

Applicable Line)

Filed(Month/Day/Year)

_X_Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

OAK BROOK, IL 60523

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5) nstr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/14/2007		S	100	D	\$ 29.52	8,723,147	D	
Common Stock	02/14/2007		S	600	D	\$ 29.51	8,722,547	D	
Common Stock	02/14/2007		S	800	D	\$ 29.5	8,721,747	D	
Common Stock	02/14/2007		S	1,000	D	\$ 29.53	8,720,747	D	
Common Stock	02/14/2007		S	100	D	\$ 29.56	8,720,647	D	
	02/14/2007		S	400	D		8,720,247	D	

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Common Stock					\$ 29.42			
Common Stock	02/14/2007	S	2,000	D	\$ 29.3	8,718,247	D	
Common Stock	02/16/2007	G	25,000	D	\$ 0	8,693,247	D	
Common Stock	02/16/2007	G	2,100	D	\$ 0	8,691,147	D	
Common Stock						1,512	I	IRA-by spouse
Common Stock						8,500	I	by Spouse

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
					Exercisable D	Date	11110	of			
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
KELLER DENNIS J							
1155 35TH STREET	X	X					
OAK BROOK, IL 60523							

Reporting Owners 2 Edgar Filing: DEVRY INC - Form 4

Signatures

By: Debi Rouse For: Dennis J. 02/16/2007 Keller

**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).

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.

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