

DEVRY EDUCATION GROUP INC.  
Form 4  
August 22, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
Groenwald Susan

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3005 HIGHLAND PARKWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/18/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, Chamberlain

DOWNERS GROVE, IL 60515  
(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock <u>(1)</u>	08/18/2016		A		19,740 A \$ 21.94	38,191	D
Common Stock <u>(1)</u>	08/18/2016		F		6,140 D \$ 21.94	33,643	D
Common Stock <u>(2)</u>	08/18/2016		A		2,312 A \$ 21.94	40,503	D
Common Stock <u>(2)</u>	08/18/2016		F		720 D \$ 21.94	39,783	D
Common Stock <u>(3)</u>	08/20/2016		F		179 D \$ 25.63	33,464	D

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Common Stock <u>(3)</u>	08/21/2016	F	261	D	\$ 25.63	33,203	D
Common Stock <u>(4)</u>	08/22/2016	S	13,600	D	\$ 25.477	19,603	D

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Groenwald Susan 3005 HIGHLAND PARKWAY DOWNS GROVE, IL 60515			President, Chamberlain	

## Signatures

Susan Groenwald, by Gregory S. Davis 08/22/2016

         \*\*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) Common stock acquired upon lapsing of restrictions of performance-based restricted stock units, known as "Performance Shares" at DeVry Education Group Inc., granted May 15, 2013.

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- (2) Common stock acquired upon lapsing of restrictions of performance-based restricted stock units, known as "Performance Shares" at DeVry Education Group Inc., granted August 21, 2013.
- (3) Includes restricted stock units which represent a right to receive one share of common stock for each restricted stock unit. Each restricted stock units vest 25% on the anniversary of the original grant date and is fully-vested on the four year anniversary of the grant date.
- (4) The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2016.

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

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