

DEVRY INC  
Form 4  
April 29, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HAMBURGER DANIEL**

(Last) (First) (Middle)  
  
590 SOUTH AVENUE  
  
(Street)

GLENCOE, IL 60022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**04/25/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**President/CEO**

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	(D)	Price
Common Stock	04/25/2008		S		100 <sup>(1)</sup>	D	\$ 56.965 9,800
Common Stock	04/25/2008		S		100 <sup>(1)</sup>	D	\$ 57.03 9,700
Common Stock	04/25/2008		S		100 <sup>(1)</sup>	D	\$ 57.04 9,600
Common Stock	04/25/2008		S		100 <sup>(1)</sup>	D	\$ 57.15 9,500
Common Stock	04/25/2008		S		500 <sup>(1)</sup>	D	\$ 57.17 9,000

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Common Stock	04/25/2008	S	<u>1,400</u> <sup>(1)</sup>	D	\$ 57.2	7,600	D
Common Stock	04/25/2008	S	100 <u>(1)</u>	D	\$ 57.0175	7,500	D
Common Stock	04/25/2008	S	<u>1,100</u> <sup>(1)</sup>	D	\$ 57.035	6,400	D
Common Stock	04/25/2008	S	400 <u>(1)</u>	D	\$ 56.89	6,000	D
Common Stock	04/25/2008	S	100 <u>(1)</u>	D	\$ 56.75	5,900	D
Common Stock	04/25/2008	S	100 <u>(1)</u>	D	\$ 56.95	5,800	D
Common Stock	04/25/2008	S	100 <u>(1)</u>	D	\$ 57.06	5,700	D
Common Stock	04/25/2008	S	100 <u>(1)</u>	D	\$ 57.07	5,600	D
Common Stock	04/25/2008	S	100 <u>(1)</u>	D	\$ 57.09	5,500	D
Common Stock	04/25/2008	S	400 <u>(1)</u>	D	\$ 57.1	5,100	D
Common Stock	04/25/2008	S	500 <u>(1)</u>	D	\$ 56.88	4,600	D
Common Stock	04/25/2008	S	<u>1,400</u> <sup>(1)</sup>	D	\$ 56.76	3,200	D
Common Stock	04/25/2008	S	800 <u>(1)</u>	D	\$ 56.74	2,400	D
Common Stock	04/25/2008	S	500 <u>(1)</u>	D	\$ 56.78	1,900	D
Common Stock	04/25/2008	S	500 <u>(1)</u>	D	\$ 56.79	1,400	D
Common Stock	04/25/2008	S	200 <u>(1)</u>	D	\$ 56.84	1,200	D
Common Stock	04/25/2008	S	100 <u>(1)</u>	D	\$ 56.8	1,100	D
Common Stock	04/25/2008	S	100 <u>(1)</u>	D	\$ 57.46	1,000	D
Common Stock	04/28/2008	M	33,265	A	\$ 15.03	34,265	D

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

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**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 Underlying Security (Instr. 3 and 4)
Incentive Stock Option (right to buy)	\$ 15.03	04/28/2008		M	33,265 (2)	11/12/2003 <sup>(3)</sup> 11/12/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.03	04/25/2008		M	16,735 (2)	11/12/2003 <sup>(3)</sup> 11/12/2012	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMBURGER DANIEL 590 SOUTH AVENUE GLENCOE, IL 60022			President/CEO	

## Signatures

By: Debi Rouse For: Daniel  
Hamburger 04/29/2008

\_\_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) These shares were sold pursuant to an active 10b5-1 Trading Plan.

(2) These stock options were exercised pursuant to an active 10b5-1 trading plan.

(3) 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.

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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