

KELLER DENNIS J

Form 4

December 13, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1155 35TH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/09/2005

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

OAK BROOK, IL 60523

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/09/2005		G		800	D	\$ 0
							8,849,164
Common Stock	12/09/2005		G		800	D	\$ 0
							8,848,364
Common Stock	12/09/2005		G		800	D	\$ 0
							8,847,564
Common Stock	12/09/2005		G		800	D	\$ 0
							8,846,764
Common Stock	12/09/2005		G		800	D	\$ 0
							8,845,964
	12/09/2005		G		800	D	\$ 0
							8,845,164

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Common Stock							
Common Stock	12/09/2005	G	800	D	\$ 0	8,844,364	D
Common Stock	12/09/2005	G	800	D	\$ 0	8,843,564	D
Common Stock	12/09/2005	G	800	D	\$ 0	8,842,764	D
Common Stock	12/12/2005	S	5,000	D	\$ 21.4	8,837,764	D
Common Stock	12/12/2005	S	400	D	\$ 21.44	8,837,364	D
Common Stock	12/12/2005	S	5,100	D	\$ 21.45	8,832,264	D
Common Stock	12/12/2005	S	2,300	D	\$ 21.46	8,829,964	D
Common Stock	12/12/2005	S	100	D	\$ 21.47	8,829,864	D
Common Stock	12/12/2005	S	100	D	\$ 21.48	8,829,764	D
Common Stock	12/12/2005	S	3,100	D	\$ 21.5	8,826,664	D
Common Stock	12/12/2005	S	600	D	\$ 21.51	8,826,064	D
Common Stock	12/12/2005	S	1,600	D	\$ 21.52	8,824,464	D
Common Stock	12/12/2005	S	300	D	\$ 21.53	8,824,164	D
Common Stock	12/12/2005	S	300	D	\$ 21.54	8,823,864	D
Common Stock	12/12/2005	S	1,500	D	\$ 21.55	8,822,364	D
Common Stock	12/12/2005	S	704	D	\$ 21.56	8,821,660	D
Common Stock	12/12/2005	S	500	D	\$ 21.57	8,821,160	D
Common Stock	12/12/2005	S	96	D	\$ 21.58	8,821,064	D
Common Stock	12/12/2005	S	3,600	D	\$ 21.6	8,817,464	D
	12/12/2005	S	500	D		8,816,964	D

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Common Stock					\$ 21.61		
Common Stock	12/12/2005	S	500	D	\$ 21.62	8,816,464	D
Common Stock	12/12/2005	S	300	D	\$ 21.63	8,816,164	D
Common Stock	12/12/2005	S	4,018	D	\$ 21.65	8,812,146	D
Common Stock	12/12/2005	S	882	D	\$ 21.66	8,811,264	D

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

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SEC 1474
(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 Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

By: Debi Rouse For: Dennis J. Keller
12/13/2005

__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.

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