

WAWRZYNEK GERALD J
Form 4
December 12, 2005

FORM 4

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

OMB APPROVAL

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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 *
WAWRZYNEK GERALD J

(Last) (First) (Middle)
3915 JOANNE DRIVE
(Street)

GLENVIEW, IL 60025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/17/1999

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)
Vice President

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 (A) or (D) Price			
Common Stock	12/08/2005		M	2,000 A \$ 17.45	2,000	D	
Common Stock	12/08/2005		M	1 A \$ 20.78	2,001	D	
Common Stock	12/08/2005		M	1,999 A \$ 20.78	4,000	D	
Common Stock	12/08/2005		M	1,500 A \$ 21.2188	5,500	D	
Common Stock					1,947	I	401-k DeVry Stock

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Common Stock	300	I	By Trust for Son
Common Stock	200	I	By Trust for daughter
Common Stock	8	I	ESPP
Common Stock	700	I	Spouse IRA

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.

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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 (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 17.45	12/08/2005		M		2,000		08/13/2003	08/13/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 20.78	12/08/2005		M		1		08/10/2005 ⁽¹⁾	08/10/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 21.2188	08/17/1999		A		1,500		08/17/2000 ⁽²⁾	08/17/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 21.2188	12/08/2005		M		1,500		08/17/2000 ⁽²⁾	08/17/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.78	12/08/2005		M		1,999		08/10/2005 ⁽¹⁾	08/10/2014	Common Stock

