

Roselli John P
Form 3/A
February 23, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Roselli John P

(Last)

(First)

(Middle)

3005 HIGHLAND PARKWAY

(Street)

DOWNERS

GROVE,Â ILÂ 60515

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/07/2007

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ☒ Other
(give title below) (specify below)

Sr. Vice President, Corporate / Sr.
Vice President, Corporate

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

01/02/2008

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

(Instr. 5)

Incentive Stock Option (right to buy)	Â <u>(1)</u>	08/10/2014	Common Stock	3,000	\$ 20.78	D	Â
Incentive Stock Option (right to buy)	Â <u>(2)</u>	06/15/2015	Common Stock	2,990	\$ 21.4	D	Â
Incentive Stock Option (right to buy)	Â <u>(1)</u>	10/03/2016	Common Stock	5,000	\$ 21.62	D	Â
Incentive Stock Option (right to buy)	Â <u>(1)</u>	05/19/2013	Common Stock	5,000	\$ 23.53	D	Â
Incentive Stock Option (right to buy)	Â <u>(1)</u>	08/31/2017	Common Stock	5,500	\$ 34.53	D	Â
Incentive Stock Option (right to buy)	Â <u>(3)</u>	11/07/2017	Common Stock	3,031	\$ 57.74	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	06/15/2015	Common Stock	3,010	\$ 21.4	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(3)</u>	11/07/2017	Common Stock	2,969	\$ 57.74	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roselli John P 3005 HIGHLAND PARKWAY DOWNERS GROVE, IL 60515	Â	Â	Â Sr. Vice President, Corporate	Sr. Vice President, Corporate

Signatures

By: Robyn B. Martin For: John P.
Roselli

02/18/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This option vests at 20% per year. This option will be fully vested at the end of the 5th year.

(2) This option is immediately exercisable on the date of the grant.

(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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