

DEVRY INC
Form 5
August 14, 2013

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
TAYLOR RONALD L

(Last) (First) (Middle)

3005 HIGHLAND PARKWAY

(Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Advisor/Director

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	11/16/2012	^	G ⁽¹⁾	68,082	A	\$ 25.39	1,039,336	D	^
Common Stock	05/13/2013	^	G ⁽²⁾	28,412	A	\$ 28.39	1,067,748	D	^
Common Stock	^	^	^	^	^	^	1,000	I	By Daughter
Common Stock	^	^	^	^	^	^	1,000	I	By Daughter 1

Common Stock	^	^	^	^	^	^	800	I	By Daughter D
Common Stock	^	^	^	^	^	^	1,000	I	By Daughter M

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR RONALD L 3005 HIGHLAND PARKWAY DOWNERS GROVE, IL 60515	^	^	^	Senior Advisor/Director

Signatures

/s/ Gregory S. Davis for Ronald L. Taylor
Date: 08/14/2013

**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) Pursuant to the terms of the Ronald L. Taylor Second 2011 Grantor Retained Annuity Trust, 68,082 shares of common stock of DeVry Inc. were distributed from such trust to the reporting person.
- (2)

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Pursuant to the terms of the Ronald L. Taylor 2011 Grantor Retained Annuity Trust, 28,412 shares of common stock of DeVry Inc. were distributed from such trust to the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.