

Roselli John P
 Form 3/A
 February 23, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Roselli John P | | (Month/Day/Year) | DEVRY INC [DV] | |
| (Last) | (First) | (Middle) | 11/07/2007 | |
| 3005 HIGHLAND PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 01/02/2008 |
| DOWNERS GROVE,Â ILÂ 60515 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input checked="" type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Sr. Vice President, Corporate / Sr. Vice President, Corporate | |

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)

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.

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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 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) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| Option Type | Code | Grant Date | Common Stock | Quantity | Price | Exercise Type | Code |
|---|-------|------------|--------------|----------|----------|---------------|------|
| Incentive Stock Option (right to buy) | Â (1) | 08/10/2014 | Common Stock | 3,000 | \$ 20.78 | D | Â |
| Incentive Stock Option (right to buy) | Â (2) | 06/15/2015 | Common Stock | 2,990 | \$ 21.4 | D | Â |
| Incentive Stock Option (right to buy) | Â (1) | 10/03/2016 | Common Stock | 5,000 | \$ 21.62 | D | Â |
| Incentive Stock Option (right to buy) | Â (1) | 05/19/2013 | Common Stock | 5,000 | \$ 23.53 | D | Â |
| Incentive Stock Option (right to buy) | Â (1) | 08/31/2017 | Common Stock | 5,500 | \$ 34.53 | D | Â |
| Incentive Stock Option (right to buy) | Â (3) | 11/07/2017 | Common Stock | 3,031 | \$ 57.74 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 06/15/2015 | Common Stock | 3,010 | \$ 21.4 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 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
Date: 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. 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.