

DEVRY EDUCATION GROUP INC.
Form 4
October 07, 2014

FORM 4

**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).

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 *
TAYLOR RONALD L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3005 HIGHLAND PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2008

____ Director
____ Officer (give title below) Other (specify below)
Senior Advisor/Director

DOWNERS GROVE, IL 60515

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

(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	11/07/2008		S		20,000	D	\$ 55.08
Common Stock	11/13/2008		S		30,000	D	\$ 56.25
Common Stock	08/28/2009		S		1,000	D	\$ 53.1
Common Stock	04/27/2011		F		136	D	\$ 53.7
Common Stock	06/03/2011		G ⁽¹⁾	V	800	D	\$ 0

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Common Stock	11/04/2011	G ⁽²⁾	V	100,000	D	\$ 0	795,832	D	
Common Stock	04/20/2012	G ⁽³⁾	V	200	D	\$ 0	866,995	D	
Common Stock	12/13/2012	G ⁽⁴⁾	V	100,000	D	\$ 0	838,362	D	
Common Stock	05/08/2013	M		500	A	\$ 23.93	838,700	D	
Common Stock	05/08/2013	S		500	D	\$ 27.9	838,200	D	
Common Stock	11/20/2013	G ⁽⁵⁾	V	4,000	D	\$ 0	864,495	D	
Common Stock	02/28/2014	G ⁽³⁾	V	200	D	\$ 0	846,213	D	
Common Stock	10/07/2014	J ⁽⁶⁾		27,664	D	\$ 0	736,249	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.

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)			
Non-qualified Stock Option (Right to Buy)	\$ 23.93	05/08/2013	M			500	(7) 07/01/2013	Common Stock	500

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

10/07/2014

**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) These shares were gifted to an irrevocable trust for the benefit of the reporting person's grandchildren.
- (2) On November 4, 2011, the reporting person contributed 100,000 shares of common stock of DeVry Education Group Inc. to the Ronald L. Taylor Second 2011 Grantor Retained Annuity Trust.
- (3) These shares were gifted to an irrevocable trust for the benefit of a grandchild of the reporting person.
- (4) On December 13, 2012, the reporting person contributed 100,000 shares of common stock of DeVry Education Group Inc. to the Ronald L. Taylor 2012 Grantor Retained Annuity Trust.
- (5) On November 20, 2013, the reporting person contributed 4,000 shares of common stock of DeVry Education Group Inc. to the Rehabilitation Institute of Chicago.
- (6) The total amount of securities owned reflects 27,664 fewer shares than reported on the reporting person's most recent Form 5 filing. The reporting person has been unable to confirm when the discrepancy arose, and therefore, has inserted the date that this report is being filed.
- (7) This option vests at 20% per year. This option will be fully vested at the end of the 5th year.

Remarks:

A reconciliation process was conducted to explore a potential discrepancy between the reporting person's actual and reported

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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