

DEVRY EDUCATION GROUP INC.

Form 4/A

November 06, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Unzicker Patrick J

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)  
08/29/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP & Chief Accounting Officer

DOWNERS GROVE, IL 60515

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
08/31/2012

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|

# Edgar Filing: DEVRY EDUCATION GROUP INC. - Form 4/A

| (Instr. 3)                                      | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)       | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |       |     |                           |                    |                 |  |   |  |
|-------------------------------------------------|------------------------------------|------------------|------------------|---------------------------------------------------------------------|-------|-----|---------------------------|--------------------|-----------------|--|---|--|
|                                                 |                                    |                  | Code             | V                                                                   | (A)   | (D) | Date Exercisable          | Expiration<br>Date | Title           |  |   |  |
| Non-qualified<br>Stock Option<br>(Right to Buy) | \$ 18.6                            | 08/29/2012       | A <sup>(1)</sup> |                                                                     | 2,953 |     | 08/29/2013 <sup>(2)</sup> | 08/29/2022         | Common<br>Stock |  | 2 |  |
| Incentive<br>Stock Option<br>(Right to Buy)     | \$ 18.6                            | 08/29/2012       | A <sup>(1)</sup> |                                                                     | 6,472 |     | 08/29/2013 <sup>(2)</sup> | 08/29/2022         | Common<br>Stock |  | 6 |  |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |                               |       |
|------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                        | Director      | 10% Owner | Officer                       | Other |
| Unzicker Patrick J<br>3005 HIGHLAND PARKWAY<br>DOWNERS GROVE, IL 60515 |               |           | VP & Chief Accounting Officer |       |

## Signatures

/s/ Gregory S. Davis, for Patrick J. Unzicker 11/06/2015

\*\*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).

This amendment corrects the description of 9,425 options previously granted on August 29, 2012, and reported on August 31, 2012. The

(1) August 31, 2012 filing incorrectly indicates that the 9,425 options were composed of 7,257 incentive stock options and 2,168 non-qualified stock options.

(2) This option vests at 25% per year. This option will be fully vested at the end of the 4th year.

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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