

DEVRY EDUCATION GROUP INC.
Form 3
May 26, 2016

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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â LORAINÉ DONNA M</p> <p>(Last) (First) (Middle)</p> <p>3005 HIGHLAND PARKWAY</p> <p>(Street)</p> <p>DOWNERS GROVE,Â ILÂ 60515</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/16/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>DEVRY EDUCATION GROUP INC. [DV]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>President, Carrington Colleges</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

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) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 8,271 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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 | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|---------------------------|------------|-----------------|--------|----------|-------------------|---|
| Incentive Stock Option (Right to Buy) | 08/31/2008 ⁽²⁾ | 08/31/2017 | Common Stock | 2,800 | \$ 34.53 | D | Â |
| Incentive Stock Option (Right to Buy) | 08/28/2009 ⁽²⁾ | 08/28/2018 | Common Stock | 2,107 | \$ 51.23 | D | Â |
| Non-qualified Stock Option (Right to Buy) | 08/28/2009 ⁽²⁾ | 08/28/2018 | Common Stock | 1,093 | \$ 51.23 | D | Â |
| Incentive Stock Option (Right to Buy) | 08/28/2010 ⁽²⁾ | 08/28/2019 | Common Stock | 550 | \$ 52.28 | D | Â |
| Non-qualified Stock Option (Right to Buy) | 08/28/2010 ⁽²⁾ | 08/28/2019 | Common Stock | 2,475 | \$ 52.28 | D | Â |
| Incentive Stock Option (Right to Buy) | 08/27/2011 ⁽²⁾ | 08/27/2020 | Common Stock | 2,150 | \$ 38.71 | D | Â |
| Non-qualified Stock Option (Right to Buy) | 08/27/2011 ⁽²⁾ | 08/27/2020 | Common Stock | 2,150 | \$ 38.71 | D | Â |
| Incentive Stock Option (Right to Buy) | 08/24/2012 ⁽²⁾ | 08/24/2021 | Common Stock | 2,987 | \$ 41.87 | D | Â |
| Non-qualified Stock Option (Right to Buy) | 08/24/2012 ⁽²⁾ | 08/24/2021 | Common Stock | 1,063 | \$ 41.87 | D | Â |
| Incentive Stock Option (Right to Buy) | 08/29/2013 ⁽²⁾ | 08/29/2022 | Common Stock | 5,424 | \$ 18.6 | D | Â |
| Non-qualified Stock Option (Right to Buy) | 08/29/2013 ⁽²⁾ | 08/29/2022 | Common Stock | 1,421 | \$ 18.6 | D | Â |
| Incentive Stock Option (Right to Buy) | 08/21/2014 ⁽³⁾ | 08/21/2023 | Common Stock | 6,475 | \$ 28.32 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| LORAIN DONNA M 3005 HIGHLAND PARKWAY DOWNERS GROVE, IL 60515 | Â | Â | Â | President, Carrington Colleges |

Signatures

/s/ Gregory S. Davis, for Donna M.
Loraine

05/25/2016

**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) Includes restricted stock units which represent a right to receive one share of common stock for each restricted stock unit. Each restricted stock units vest 25% on the anniversary of the original grant date and is fully-vested on the four year anniversary of the grant date
- (2) This option vests at 25% per year and will be fully vested at the end of the 4th year. This option was issued in two parts - one as an incentive stock option (ISO), and the other as a non-qualified stock option (NQSO) due to the ISO limitations.
- (3) 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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