

DEVRY INC
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

DEVRY INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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1) Amount Previously Paid:

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October 5, 2005

Dear Stockholder:

On behalf of the Board of Directors of DeVry Inc., it is my pleasure to invite you to attend your Company's Annual Meeting of Stockholders at 9:00 a.m., Wednesday, November 9, 2005, in the Crystal Room at Drury Lane Theatre, 100 Drury Lane, Oakbrook Terrace, Illinois.

We will begin with a discussion of the items listed in the enclosed proxy statement, followed by a report on the progress of DeVry during the last fiscal year. DeVry's performance is also discussed in the enclosed 2005 Annual Report to Stockholders, which we think you will find to be interesting reading.

We look forward to seeing you at the meeting.

Thank you.

Sincerely,

Dennis Keller
Board Chair

DeVRY INC.
One Tower Lane, Suite 1000
Oakbrook Terrace, Illinois 60181
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held On
November 9, 2005

You are cordially invited to attend the Annual Meeting of Stockholders of DeVry Inc. in the Crystal Room at Drury Lane Theatre, 100 Drury Lane, Oakbrook Terrace, Illinois on Wednesday, November 9, 2005, at 9:00 a.m. Central Standard Time, for the following purposes:

- (1) To elect four Directors as Class II Directors to serve until the 2008 Annual Meeting of Stockholders and one Director as a Class III Director to serve until the 2006 Annual Meeting of Stockholders;
- (2) To approve the amendment and restatement of the DeVry Inc. Employee Stock Purchase Plan;
- (3) To approve the DeVry Inc. Incentive Plan of 2005;
- (4) To ratify the selection of PricewaterhouseCoopers LLP as independent public accountants for the Company for the current fiscal year; and
- (5) To consider such other business as may properly come before the meeting or any adjournment thereof.

You will find enclosed with this Notice a proxy card and a Proxy Statement for the meeting and a copy of the DeVry Inc. Annual Report for 2005.

The Board of Directors has fixed a record date of September 16, 2005. Only stockholders of record on that date are entitled to notice of, and to vote at, the meeting.

All stockholders are cordially invited to attend the meeting in person. However, to assure representation at the meeting, you are encouraged to vote by proxy by following the instructions on the enclosed proxy card. Postage is not required for mailing in the United States. Upon written request, the Company will reimburse stockholders for the cost of mailing proxy cards from outside the United States. You may also vote your shares by telephone or through the Internet by following the instructions set forth on the enclosed proxy card. You may attend the meeting and vote in person even if you have returned a proxy in writing, by telephone or through the Internet.

By Order of the Board of Directors,

David M. Webster
Secretary

October 5, 2005

DeVRY INC.
One Tower Lane, Suite 1000
Oakbrook Terrace, Illinois 60181
ANNUAL MEETING OF STOCKHOLDERS, TO BE HELD ON NOVEMBER 9, 2005
PROXY STATEMENT

PROXIES AND VOTING INFORMATION

The Board of Directors of DeVry Inc. (the Company) is sending you this Proxy Statement and the accompanying proxy card to solicit your proxy to vote your shares at the Company's Annual Meeting of Stockholders to be held on November 9, 2005, and any adjournment thereof. The solicitation of proxies gives every stockholder an opportunity to vote because your shares can be voted only if you are present or represented by proxy at the meeting. This Proxy Statement and accompanying proxy card are first being sent to stockholders on or about October 10, 2005.

When you have returned your proxy, the Proxy Committee (and each of them, with full powers of substitution) will vote your shares as you direct. Please follow the instructions on the enclosed card, which explain how to submit your proxy by mail, by telephone or through the Internet. If you submit a proxy by telephone or through the Internet, you should not also mail in a card. If you return your proxy to us by any of these means without choices for each proposal, the Proxy Committee will vote your shares on the unmarked proposals as recommended by the Company's Board of Directors. Abstentions, directions to withhold authority and broker non-votes (where a named entity holds shares for a beneficial owner who has not provided voting instructions) will be considered present at the meeting for purposes of a quorum but will not be counted in determining the total number of votes cast. A proxy may be revoked at any time before the proxy is voted at the meeting by: (1) notifying the Company in writing that the proxy has been revoked, (2) submitting a later-dated proxy by mail, over the telephone or through the Internet, or (3) voting in person at the meeting. The election of five Directors, the approval of the amendment and restatement of the DeVry Inc. Employee Stock Purchase Plan, the approval of the DeVry Inc. Incentive Plan of 2005 and the ratification of the selection of the independent public accountants will each require the affirmative vote of a majority of the shares of Common Stock of the Company outstanding on the record date.

If you are a Company employee who is a participant in the DeVry Inc. Employee Stock Purchase Plan and/or the Profit Sharing Retirement Plan's DeVry Stock Fund, your proxy will serve as direction to the Custodian of the Stock Purchase Plan or the Trustee of the Stock Fund to vote your shares for your account as you have directed. If you submit a proxy without indicating your voting preference, your shares will be voted in the same proportion as shares for which instructions have been received.

The Company will bear the expense of soliciting proxies and will reimburse all stockholders for the expense of sending proxies and proxy material to beneficial owners, including expenditures for foreign mailings. The solicitation initially will be made by mail but also may be made by Company employees by telephone, electronic means or personal contact.

As of September 16, 2005, the Company had 70,527,024 shares of Common Stock (\$0.01 par value) outstanding. Stockholders are entitled to one vote per share owned on the record date.

ELECTION OF DIRECTORS

The Company's Certificate of Incorporation provides for a Board of Directors of not less than three nor more than 12 Directors, as determined by the Board, that is divided into three classes serving staggered three-year terms. The Company's Board of Directors is currently comprised of nine directors. The current members of Class II, whose terms of office expire in 2005, are David S. Brown, Dennis J. Keller and Frederick A. Krehbiel, and the Board of Directors recommends their re-election. The Board also recommends the election of each of Fernando Ruiz, who has not previously served on the Board, as a Class II Director, for a term to

expire in 2008, and William T. Keevan, who has not previously served on the Board, as a Class III Director, for a term to expire in 2006. As a result, the Board of Directors has acted to increase the size of the Board of Directors to 11 members, with such change to take effect immediately prior to the Annual Meeting.

It is intended that all shares represented by a proxy in the accompanying form will be voted for the election of each of David S. Brown, Dennis J. Keller, Frederick A. Krehbiel and Fernando Ruiz as a Class II Director and William T. Keevan as a Class III Director unless otherwise specified in such proxy. A proxy cannot be voted for more than five persons. In the event that a nominee becomes unable to serve as a Director, the Proxy Committee will vote for the substitute nominee that the Board designates. The Board has no reason to believe that the nominees will become unavailable for election.

Each nominee for election as Director is listed below, along with a brief statement of his current principal occupations, business experience and other information, including directorships in other public companies. All of the nominees have consented to serve as directors if elected at the Annual Meeting.

Approval by Stockholders

The election of the five nominees for director requires the affirmative vote of a majority of the shares of Common Stock of the Company outstanding on the record date. Unless otherwise indicated on the proxy, the shares will be voted FOR each of the nominees listed below.

The Board of Directors recommends a vote FOR the nominees listed below.

NOMINEES

CLASS III TERM EXPIRES 2006

William T. Keevan, age 58

Mr. Keevan has been a Senior Managing Director of Navigant Consulting, Inc. since June 2002. He is the leader of the firm's Government Contracts Consulting Group, which serves client companies in a variety of industries that do substantial business with the U.S. and foreign governments. His practice entails advising clients on complex accounting, financial reporting, regulatory compliance and governance matters. From September 1982 to June 2002, Mr. Keevan was a partner at Arthur Andersen LLP in a number of senior management positions.

CLASS II TERM EXPIRES 2008

David S. Brown, age 64

Mr. Brown has been a Director of the Company since 1987 and was a founding stockholder and director of Keller Graduate School of Management (KGSM) from 1973 to 1987. Mr. Brown, formerly a practicing attorney (now retired), was a partner in the Chicago law firm of McBride and Baker from 1972 to 1979 and served as General Counsel of the U.S. Office of Minority Business Enterprise from 1971 to 1972. From 1980 to 1996, Mr. Brown was employed by United Laboratories, Inc., a manufacturer and seller of specialty chemicals, most recently as Executive Vice President, Chief Financial Officer and General Counsel.

Dennis J. Keller, age 64

Mr. Keller has been Board Chair since 1987 and was Chief Executive Officer of the Company until November 2002, then Co-Chief Executive Officer until July 2004. Mr. Keller co-founded KGSM and was from 1973 to August 1987 its Chairman of the Board and Chief Executive Officer. He is also a director of NICOR Inc.

Frederick A. Krehbiel, age 64

Mr. Krehbiel has been a Director of the Company since 1996. Employed since 1965 by Molex Incorporated, an electronic component manufacturer, he served as CEO from 1988 to 1999 and as Chairman from 1993 to 1999. Since July 1999, Mr. Krehbiel has served as Co-Chairman. Mr. Krehbiel also served as Co-Chief Executive Officer from 1999-2001 and as Chief Executive Officer from 2004 until July 2005. Mr. Krehbiel is also a director of Tellabs, Inc. and Molex Incorporated.

Fernando Ruiz, age 49

Mr. Ruiz has been an employee of The Dow Chemical Company since 1980, and since 2001 he has been Vice President and Treasurer of The Dow Chemical Company. Mr. Ruiz served as Assistant Treasurer of The Dow Chemical Company from 1996-2001. Mr. Ruiz serves as a director for a number of Dow subsidiaries including Dow Financial Services Inc. and Equate Petrochemical Company as well as serving as President and CEO of Liana Ltd., a holding company for Dow's insurance subsidiaries.

INCUMBENT DIRECTORS
CLASS III TERM EXPIRES 2006

Charles A. Bowsher, age 74

Mr. Bowsher has been a Director of the Company since February 1997. In 1996 Mr. Bowsher completed a 15-year term as Comptroller General of the United States and head of the General Accounting Office. Prior to that he was affiliated with Arthur Andersen and Co. for 25 years, except for a four-year period when he served as Assistant Secretary of the Navy for Financial Management. Mr. Bowsher is also a director of Washington Mutual Investors Fund and SI International. Additionally, Mr. Bowsher serves as a public member of the NASD board of directors.

Robert C. McCormack, age 66

Mr. McCormack has been a Director of the Company since 1995. He is a founding partner of Trident Capital, Inc., a private equity firm established in 1993 to invest in information and business service companies. He served as Co-Chairman and Managing Director until 2005, when he became an Advisory Director of the firm. From 1990 to 1993 Mr. McCormack was the Assistant Secretary and Comptroller of the Navy, prior to which time he served for 2 years in various positions on the staff of the Secretary of Defense. Mr. McCormack spent 20 years in investment banking with Dillon, Read & Co. Inc. and Morgan Stanley & Co. Incorporated before his government service. He is also a director of Illinois Tool Works Inc., Mead Westvaco Corporation and Northern Trust Corporation.

Julia A. McGee, age 63

Ms. McGee has been a Director of the Company since 1994. She became President and CEO of Harcourt Supplemental, Professional and Trade in 2003 after serving as President, Basal and Test Publishing, for McGraw Hill Education, and earlier as Executive Vice President of Scholastic Inc., an education publisher. From 1991 to November 2000 Ms. McGee was President of McDougal, Littell & Co. and, upon its acquisition by Houghton Mifflin in 1994, she also became Executive Vice President, Houghton Mifflin, a publishing company. Ms. McGee began her publishing career at McDougal Littell in 1988 as an editorial director. From 1986 to 1988 she held management positions at Ligature, Inc., prior to which she was, for three years, Director of Marketing and Software Development for a division of Tandy Corporation.

CLASS I TERM EXPIRES 2007

Connie R. Curran, age 57

Dr. Curran has been a Director of the Company since 2003. Dr. Curran has since September 2004 been the Executive Director of C-Change (formerly the National Dialogue on Cancer), an organization that brings together the public, private and nonprofit sectors to focus on the eradication of cancer. She spent the preceding 15+ years in other healthcare consulting and management positions (President, Cardinal Health Consulting Services, November 2000 to February 2002; President & CEO, CurranCare, from 1995 until its acquisition by Cardinal Health in 2000); Vice Chairman/ National Director for Patient Care Services, APM Incorporated, 1990-1995; Vice President for HealthCare Management and Patient Care Services, American Hospital Association, 1985-1989). Prior to 1989, Dr. Curran spent 16 years as a teacher of classroom and clinical nursing courses and in academic management of nursing programs, including service at Montefiore Medical Center of New York, the Medical College of Wisconsin, University of San Francisco and Loyola University of Chicago. Dr. Curran is also a director of IDX Systems Corporation and Hospira, Inc.

Harold T. Shapiro, age 70

Dr. Shapiro has been a Director of the Company since 2001. Dr. Shapiro is President Emeritus of Princeton University and a professor of economics in its Woodrow Wilson School of Public and International Affairs. He was the president and a professor of economics and public affairs there from 1988 until his retirement in June 2001. Dr. Shapiro joined the faculty of the University of Michigan in 1964 and was that university's president from 1980 to 1988. He is also the Presiding Director of The Dow Chemical Company and a director of HCA Inc.

Ronald L. Taylor, age 62

Mr. Taylor has been a Director of the Company since 1987. From August 1987 until his November 2002 appointment as Co-Chief Executive Officer, he was also President and Chief Operating Officer. In July 2004 he became the Company's Chief Executive Officer. In 1973 Mr. Taylor co-founded KGSM and was from 1973 to 1981 its Chief Operating Officer, and from 1981 to 1987 its President and Chief Operating Officer.

**APPROVAL OF THE AMENDMENT AND RESTATEMENT OF
THE DEVRY INC. EMPLOYEE STOCK PURCHASE PLAN**

The Board of Directors of the Company established the DeVry Inc. Employee Stock Purchase Plan (the "ESPP"), effective August 1, 1993, and approved, subject to the approval of stockholders, the amendment and restatement of the ESPP, effective January 1, 2006. The ESPP is intended to qualify as an employee stock purchase plan under Section 423 of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). The ESPP is intended to encourage and facilitate the purchase of the Company's Common Stock by eligible employees.

A summary of the principal features of the ESPP Plan is provided below, but is qualified in its entirety by reference to the full text of the ESPP that is attached to this proxy statement as Appendix A.

Administration

The ESPP is administered by the Company, which has final authority to decide any question of interpretation of the ESPP or rights arising thereunder. The Company pays all expenses of the ESPP. The Company has hired an independent, third-party administrator to maintain the records of the ESPP.

Shares Reserved for Issuance

The ESPP reserves 200,000 shares for issuance pursuant to employee purchases through payroll deductions under the ESPP, subject to approval by the Company's stockholders at the 2005 Annual Meeting.

Eligibility

Except as described below, all employees of the Company and certain designated subsidiaries who customarily work more than 20 hours per week and more than five months during each year are eligible to participate in the ESPP as of any enrollment date after their first day of employment. Employees who are ineligible to participate in the ESPP include those (1) who are prohibited by the laws and regulations of the country of their residence or employment from participating in the ESPP, as determined by the Company, or to whom the Company may not offer or sell Common Stock under the ESPP, (2) who are executive officers or for whom the Company makes filings pursuant to Section 16 of the Securities Exchange Act of 1934, or (3) who own or would be deemed to own five percent or more of the voting power or value of all classes of stock of the Company. Rights to purchase shares under the ESPP are not transferable.

Purchase of Shares

The ESPP provides for monthly purchase dates on the last business day of each month (the **Purchase Date**). Each eligible employee may elect to purchase shares of Common Stock pursuant to the ESPP by filing a payroll deduction authorization. Shares may be purchased under the ESPP only through payroll deductions of not more than 10% of an employee's base salary plus bonuses and commissions. On the Purchase Date, the amounts withheld by payroll deduction for the period beginning on the first business day following the most recent Purchase Date and ending on the next Purchase Date (the **Purchase Period**) are applied to purchase shares for the employee from the Company, provided the employee is employed by the Company on the Purchase Date. If the employee is not employed by the Company on the Purchase Date, then the employee's accumulated payroll deductions are returned to the employee.

The purchase price for the shares (the **Purchase Price**) is 95% of the fair market value of a Common Share on the Purchase Date. No participant may purchase Common Shares in any calendar year having an aggregate value (determined at time of purchase) exceeding \$25,000. An employee may increase or decrease, or cease, payroll deductions by submitting an appropriate form to the Company at least 10 days before the date a paycheck is issued; provided, however, only one change is allowed in any Purchase Period.

Issuance and Delivery of Shares

Shares purchased by employees under the ESPP are delivered by the Company to, and held by, the third-party administrator on behalf of the purchasing employees.

Amendments

The Board of Directors may amend the ESPP, except that, without the approval of the stockholders of the Company, the ESPP may not be amended to increase the number of reserved shares. The Board of Directors may terminate the ESPP at any time.

Tax Consequences

The following description is a summary of the federal income tax consequences to the Company and employees participating in the ESPP. Applicable state, local and foreign tax consequences may differ.

The ESPP is intended to qualify as an employee stock purchase plan within the meaning of Section 423 of the Internal Revenue Code. Under the Internal Revenue Code, employees are not taxed on income or gain with respect to the ESPP either at the first day of the Purchase Period or at the Purchase Date. If an employee disposes of the shares purchased under the ESPP more than one year after the Purchase Date and more than two years after the beginning of the Purchase Period, the employee will be required to report as ordinary compensation income for the taxable year of disposition an amount equal to the lesser of (1) the gain on the disposition of the shares or (2) the purchase price discount (five percent) applied to the fair market value of the shares on the first day of the Purchase Period. Any gain on the disposition in excess of the amount treated as ordinary compensation income will be capital gain. In the case of such a disposition, the Company will not be entitled to any deduction from income.

If an employee disposes of shares purchased under the ESPP (including by way of gift, but not death, bequest or inheritance) within either the one-year or the two-year holding periods described above (a disqualifying disposition), the employee will be required to report the excess of the fair market value of the shares on the Purchase Date over the Purchase Price as ordinary compensation income for the year of disposition. Any difference between the fair market value of the shares on the Purchase Date and the disposition price will be capital gain or loss, either short-term or long-term depending upon the employee's holding period for the shares. In the event of a disqualifying disposition, the Company will be entitled to a deduction from income in the year of such disposition equal to the amount that the employee is required to report as ordinary compensation income. The Company will treat any transfer of record ownership of shares as a disposition, unless it is notified to the contrary.

The ESPP is not subject to any of the provisions of ERISA nor is it qualified under Section 401(a) of the Internal Revenue Code.

Miscellaneous

A new benefits table is not provided because no rights to purchase shares have been granted under the ESPP. On September 30, 2005, the closing price of the Common Stock was \$19.05.

Approval by Stockholders

In order to be adopted, the ESPP must be approved by the affirmative vote of a majority of the shares of Common Stock of the Company outstanding on the record date. Unless otherwise indicated on the proxy, the shares will be voted FOR adoption of the amendment and restatement of the DeVry Inc. Employee Stock Purchase Plan.

The Board of Directors recommends a vote FOR the approval of the amendment and restatement of the DeVry Inc. Employee Stock Purchase Plan.

APPROVAL OF THE DEVRY INC. INCENTIVE PLAN OF 2005

The Board has adopted the DeVry Inc. Incentive Plan of 2005 (the 2005 Plan) and is recommending that stockholders approve the 2005 Plan at the Annual Meeting. The 2005 Plan is integral to the Company's compensation strategies and programs. The 2005 Plan will maintain the flexibility that the Company needs to keep pace with its competitors and effectively recruit, motivate, and retain the caliber of employees essential for achievement of the Company's success.

The 2005 Plan will permit the award of stock options, stock appreciation rights (SARs), restricted stock, restricted stock units, performance stock, stock awards, performance cash awards, annual management incentive awards, and other cash awards. In any given year, however, the Compensation Committee expects to approve only those types of awards as the Committee concludes are appropriate in light of the Company's circumstances and requirements. The Committee does not contemplate the award of all or even most of the various types of awards in any given year to any one recipient. Stockholder approval of the 2005 Plan will permit the performance-based awards discussed below to qualify for deductibility under Section 162(m) of the Internal Revenue Code.

Awards under the 2005 Plan are referred to as Benefits. Those eligible for Benefits under the 2005 Plan are referred to as Participants. Participants include all employees of the Company and its subsidiaries and all non-employee directors of the Company.

As of September 16, 2005, approximately 1,072,060 shares were available for new grants under the Company's existing stock incentive plans and there were approximately 3,634,498 shares subject to outstanding benefits under these and predecessor plans. While the existing stock incentive plans will remain in place, they may not provide sufficient shares for market-competitive grant levels prior to the 2006 stockholder meeting.

A summary of the principal features of the 2005 Plan is provided below, but is qualified in its entirety by reference to the full text of the 2005 Plan that is attached to this proxy statement as Appendix B.

Shares Available for Issuance

The aggregate number of shares of Common Stock that may be issued under the 2005 Plan will not exceed 3,000,000 (subject to the adjustment provisions discussed below). The 3,000,000 new shares represent 4.3% of the currently outstanding shares of Common Stock.

The number of shares that may be issued under the 2005 Plan for Benefits other than stock options and SARs will not exceed a total of 2,000,000 shares (subject to the adjustment provisions discussed below).

Administration and Eligibility

The 2005 Plan will be administered by the Compensation Committee of the Board (the *Committee*) which consists of two or more directors, each of whom will satisfy the requirements established for administrators acting under plans intended to qualify for exemption under Rule 16b-3 under the Securities Exchange Act of 1934 (*Exchange Act*), for outside directors acting under plans intended to qualify for exemption under Section 162(m) of the Internal Revenue Code and with any applicable requirements established by the New York Stock Exchange. The Committee will approve the aggregate Benefits and the individual Benefits for the most senior elected officers and non-employee directors. The Committee will delegate its authority to grant Benefits to other Participants to the Chief Executive Officer or other designated officers in accordance with the terms of the 2005 Plan. The Chief Executive Officer or such other officers authorized to select employees to receive such option shares and other awards will provide written notice of all such action to the Committee.

No Participant may receive in any calendar year: (i) stock options relating to more than 150,000 shares, (ii) restricted stock or restricted stock units relating to more than 50,000 shares, (iii) SARs relating to more than 125,000 shares, or (iv) performance shares relating to more than 50,000 shares. No non-employee director may receive in any calendar year stock options relating to more than 15,000 shares or restricted stock units relating to more than 5,000 shares. (Each of the above limits is subject to the adjustment provisions discussed below.) The maximum amount that may be earned under performance cash awards by any Participant who is a covered employee within the meaning of Section 162(m) of the Internal Revenue Code (*Covered Employee*) in any calendar year may not exceed \$1,000,000.

Benefits

Stock Options

Stock options granted to Participants (*Optionees*) may be either incentive stock options (*ISOs*) or nonqualified stock options (*NSOs*). NSOs and ISOs are collectively referred to as *Stock Options*. The exercise price of any ISO must be equal to or greater than the fair market value of the shares on the date of the grant. The terms of a Stock Option cannot exceed 10 years.

For purposes of the 2005 Plan, fair market value shall be determined in such manner as the Committee may deem equitable, or as required by applicable law or regulation. Generally, fair market value means the closing price on the last trading day preceding the day of the transaction, as reported for the New York Stock Exchange Composite Transactions in *The Wall Street Journal*.

At the time of grant, the Committee, Chief Executive Officer or other designated officer will determine when Options are exercisable and when they expire.

Payment for shares purchased upon exercise of a Stock Option must be made in full at the time of purchase. Payment may be made in cash, by the transfer to the Company of shares owned by the Participant having a fair market value on the date of transfer equal to the option exercise price (or certification of ownership of such shares) or in such other manner as may be authorized by the Committee.

SARs

The Committee, Chief Executive Officer or other designated officer has the authority to grant SARs to Participants and to determine the number of shares subject to each SAR, the term of the SAR, the time or times at which the SAR may be exercised, and all other terms and conditions of the SAR. A SAR is a right, denominated in shares, to receive, upon exercise of the right, in whole or in part, without payment to the Company an amount, payable in shares, in cash or a combination thereof, that is equal to the excess of: (i) the fair market value of Common Stock on the date of exercise of the right; over (ii) the fair market value of Common Stock on the date of grant of the right multiplied by the number of shares for which the right is exercised.

Restricted Stock and Restricted Stock Units

Restricted Stock consists of shares which are transferred by the Company to a Participant, subject to substantial risk of forfeiture and to restrictions on their sale or other transfer by the Participant. Restricted Stock Units are the right to receive shares at a future date in accordance with the terms of such grant upon the attainment of certain conditions specified by the Committee which are subject to substantial risk of forfeiture and restrictions on their sale or other transfer by the Participant. The Committee, Chief Executive Officer or other designated officer determines the eligible Participants to whom, and the time or times at which, grants of Restricted Stock or Restricted Stock Units will be made, the number of shares or units to be granted, the time or times within which the shares covered by such grants will be subject to forfeiture, the time or times at which the restrictions will terminate, and all other terms and conditions of the grants. Restrictions or conditions could include, but are not limited to, the attainment of performance goals (as described below), continuous service with the Company, the passage of time or other restrictions or conditions.

Performance Stock

A Participant who is granted Performance Stock has the right to receive shares or cash equal to the fair market value of such shares at a future date in accordance with the terms of such grant and upon the attainment of performance goals specified by the Committee.

The award of Performance Stock to a Participant will not create any rights in such Participant as a stockholder of the Company until the issuance of Common Stock with respect to an award.

Performance Cash Awards

A Participant who is granted Performance Cash Awards has the right to receive a payment in cash upon the attainment of performance goals specified by the Committee. The Committee may substitute shares of Common Stock for the cash payment otherwise required to be made pursuant to a Performance Cash Award.

Performance Goals

Awards of Restricted Stock, Restricted Stock Units, Performance Stock, Performance Cash Awards and other incentives under the 2005 Plan shall be made subject to the attainment of performance goals relating to one or more business criteria within the meaning of Section 162(m) of the Internal Revenue Code, including, but not limited to: cash flow; cost; ratio of debt to debt plus equity; profit before tax; economic profit; earnings before interest and taxes; earnings before interest, taxes, depreciation and amortization; earnings per share; operating earnings; economic value added; ratio of operating earnings to capital spending; free cash flow; net profit; net sales, sales growth; price of the Common Stock; return on net assets, equity, or stockholders' equity; market share; or total return to stockholders (Performance Criteria). Awards of Stock Options under the 2005 Plan may be made subject to attainment of such performance goals.

Any Performance Criteria may be used to measure the performance of the Company as a whole or any business unit of the Company and may be measured relative to a peer group or index. Any Performance Criteria may be adjusted to include or exclude special items as described below.

Annual Management Incentive Awards

The Committee has the authority to grant Management Incentive Awards to designated executive officers of the Company or any subsidiary.

Management Incentive Awards will be paid out of an incentive pool equal to five percent of the Company's consolidated operating earnings for each calendar year. The Committee will allocate an incentive pool percentage to each designated Participant for each calendar year. In no event may the incentive pool percentage for any one Participant exceed 20% of the total pool. For purposes of the 2005 Plan, consolidated operating earnings will mean the consolidated earnings before income taxes of the Company, computed in accordance with generally accepted accounting principles, but shall exclude the effects of special items. Special items include: (i) gains or losses on the disposition of a business, (ii) changes in tax or accounting regulations or laws, or (iii) the effect of a merger or acquisition, as determined in accordance with generally accepted accounting principles. The Participant's incentive award then will be determined by the Committee based on the Participant's allocated portion of the incentive pool subject to adjustment in the sole discretion of the Committee. In no event may the portion of the incentive pool allocated to a Participant who is a Covered Employee be increased in any way, including as a result of the reduction of any other Participant's allocated portion.

Stock Awards

The Committee, Chief Executive Officer or other designated officer may award shares of Common Stock to Participants without payment therefor, as additional compensation for service to the Company or a subsidiary. Stock awards may be subject to other terms and conditions, which may vary from time to time and among employees, as the Committee determines to be appropriate. However, an outright grant of stock will not be made unless it is offered in exchange for cash compensation that has otherwise already been earned by the recipient.

Cash Awards

A cash award consists of a monetary payment made by the Company to an employee as additional compensation for his or her services to the Company or a subsidiary. A cash award may be made in tandem with another Benefit or may be made independently of any other Benefit. Cash awards may be subject to other terms and conditions, which may vary from time to time and among employees, as the Committee, Chief Executive Officer or other designated officer determines to be appropriate.

Amendment of the 2005 Plan

The Board or the Committee has the right and power to amend the 2005 Plan, provided, however, that neither the Board nor the Committee may amend the 2005 Plan in a manner which would impair or adversely affect the rights of the holder of a Benefit without the holder's consent. No material amendment of the Plan shall be made without stockholder approval.

Termination of the 2005 Plan

The Board may terminate the 2005 Plan at any time. Termination will not in any manner impair or adversely affect any Benefit outstanding at the time of termination. No award shall be made more than ten years after the adoption of the Plan by the Board of Directors.

Committee's Right to Modify Benefits

Any Benefit granted may be modified, forfeited, or canceled, in whole or in part, by the Committee if and to the extent permitted in the 2005 Plan, or applicable agreement entered into in connection with a Benefit grant or with the consent of the Participant to whom such Benefit was granted. The Committee may grant Benefits on terms and conditions different than those specified in the 2005 Plan to comply with the laws and regulations of any foreign jurisdiction, or to make the Benefits more effective under such laws and regulations.

The Committee may require a Participant to have amounts or shares of Common Stock that otherwise would be paid or delivered to the Participant as a result of the exercise or settlement of an award under the 2005 Plan credited to a deferred compensation or stock unit account established for the Participant by the Committee on the Company's books of account.

Neither the Board nor the Committee may cancel any outstanding Stock Option for the purpose of reissuing the option to the Participant at a lower exercise price, or reduce the option price of an outstanding option.

Change in Control

Except as otherwise determined by the Committee at the time of grant of an award, upon a Change in Control of the Company, all performance goals shall be deemed achieved at target levels and all other terms and conditions met; all outstanding Stock Options and SARs shall become vested and exercisable; all restrictions on Restricted Stock and Restricted Stock Units shall lapse; all Performance Stock shall be delivered; all Performance Cash Awards and Restricted Stock Units shall be paid out as promptly as practicable; all Annual Management Incentive Awards shall be paid out based on the consolidated operating earnings of the immediately preceding year or such other method of payment as may be determined by the Committee at the time of award or thereafter but prior to the Change in Control; and all Other Stock or Cash Awards shall be delivered or paid.

A Change in Control shall mean: (i) the sale or disposition by the Company of all or substantially all of the assets of the Company (or any transaction having a similar effect); (ii) the consummation of a merger or consolidation of the Company with any other entity other than (A) a merger or consolidation which would result in the voting interests of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting interests of the surviving entity) at least 50% of the combined voting power of the voting interests of the Company or such surviving entity outstanding immediately after such merger or consolidation, or (B) a merger or consolidation effected to implement a recapitalization of the Company (or similar transaction); or (iii) the acquisition, other than from the Company, by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act), of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 25% or more of the then outstanding voting interests of the Company but excluding, for this purpose, any such acquisition by the Company or any of its affiliates, or by any employee benefit plan (or related trust) of the Company or any of its affiliates.

Adjustments

In the event of any change affecting the shares of Common Stock by reason of stock dividend, stock split, reverse stock split, spin-off, recapitalization, merger, consolidation, reorganization, share combination, exchange of shares, stock rights offering, liquidation, extraordinary cash dividend, disaffiliation of a subsidiary or similar event, the Committee shall make such adjustments (if any) as it deems appropriate and equitable, in its discretion, to outstanding awards to reflect such event, including without limitation, (1) adjustments in the aggregate number or class of shares which may be distributed under the Plan, the maximum number of shares which may be made subject to an award in any calendar year and in the number, class and option price or other price of shares subject to the outstanding awards granted under the Plan, (2) the substitution of other property (including, without limitation, other securities) for the stock covered by outstanding awards, and (3) in connection with any disaffiliation of a subsidiary, arrangement for the assumption, or replacement with new awards, of awards held by Participants employed by the affected subsidiary by the entity that controls the subsidiary following the disaffiliation.

In the event of any merger, consolidation, or reorganization of the Company with or into another corporation which results in the Company's outstanding securities being converted into or exchanged for different securities, cash, or other property, there shall be substituted on an equitable basis as determined by the Committee, for each share of common stock subject to a Benefit, the number and kind of shares of stock,

other securities, cash, or other property to which holders of Common Stock of the Company are entitled pursuant to the transaction.

Substitution and Assumption of Benefits

Either the Board or the Committee may authorize the issuance of Benefits in connection with the assumption of, or substitution for, outstanding benefits previously granted to individuals who become employees of the Company or any subsidiary as the result of any merger, consolidation, acquisition of property or stock, or reorganization other than a Change in Control, upon such terms and conditions as it deems appropriate.

Reusage

If a Stock Option granted under the 2005 Plan expires or is terminated, surrendered or canceled without having been fully exercised, if Restricted Stock is forfeited, or if Restricted Stock Units, Performance Shares or SARs are forfeited or terminated without the issuance of all of the shares subject thereto, the shares covered by such Benefits will again be available for use under the 2005 Plan. Shares covered by a Benefit granted under the 2005 Plan would not be counted as used unless and until they are actually issued and delivered to a Participant. Any Shares covered by a SAR shall be counted as used only to the extent Shares are actually issued to the Participant upon exercise of the SAR. Shares covered by a Benefit granted under the 2005 Plan that is settled in cash will not be counted as used.

Federal Income Tax Consequences

The Company has been advised by counsel that the federal income tax consequences as they relate to Benefits are as follows:

ISOs

An optionee does not generally recognize taxable income upon the grant or upon the exercise of an ISO. Upon the sale of ISO shares, the Optionee recognizes income in an amount equal to the difference, if any, between the exercise price of the ISO shares and the fair market value of those shares on the date of sale. The income is taxed at long-term capital gains rates if the Optionee has not disposed of the stock within two years after the date of the grant of the ISO and has held the shares for at least one year after the date of exercise and the Company is not entitled to a federal income tax deduction. The holding period requirements are waived when an Optionee dies.

The exercise of an ISO may in some cases trigger liability for the alternative minimum tax.

If an Optionee sells ISO shares before having held them for at least one year after the date of exercise and two years after the date of grant, the Optionee recognizes ordinary income to the extent of the lesser of: (i) the gain realized upon the sale, or (ii) the difference between the exercise price and the fair market value of the shares on the date of exercise. Any additional gain is treated as long-term or short-term capital gain depending upon how long the Optionee has held the ISO shares prior to disposition. In the year of disposition, the Company receives a federal income tax deduction in an amount equal to the ordinary income which the Optionee recognizes as a result of the disposition.

NSOs

An Optionee does not recognize taxable income upon the grant of an NSO. Upon the exercise of such a Stock Option, the Optionee recognizes ordinary income to the extent the fair market value of the shares received upon exercise of the NSO on the date of exercise exceeds the exercise price. The Company receives an income tax deduction in an amount equal to the ordinary income that the Optionee recognizes upon the exercise of the Stock Option.

Restricted Stock

A Participant who receives an award of Restricted Stock does not generally recognize taxable income at the time of the award. Instead, the Participant recognizes ordinary income in the first taxable year in which his or her interest in the shares becomes either: (i) freely transferable, or (ii) no longer subject to substantial risk of forfeiture. The amount of taxable income is equal to the fair market value of the shares.

A Participant may elect to recognize the income at the time he or she receives Restricted Stock in an amount equal to the fair market value of the Restricted Stock (less any cash paid for the shares) on the date of the award.

The Company receives a compensation expense deduction in an amount equal to the ordinary income recognized by the Participant in the taxable year in which restrictions lapse (or in the taxable year of the award if, at that time, the Participant had filed a timely election to accelerate recognition of income).

Other Benefits

In the case of an exercise of an SAR or an award of Restricted Stock Units, Performance Stock, Performance Units, or Common Stock or cash, the Participant will generally recognize ordinary income in an amount equal to any cash received and the fair market value of any shares received on the date of payment or delivery. In that taxable year, the Company will receive a federal income tax deduction in an amount equal to the ordinary income which the Participant has recognized.

Million Dollar Deduction Limit

Under Section 162(m) of the Internal Revenue Code, the Company may not deduct compensation of more than \$1,000,000 that is paid to an individual who, on the last day of the taxable year, is either the Company's chief executive officer or is one of the four other most highly-compensated officers for that taxable year as reported in the Company's proxy statement. The limitation on deductions does not apply to certain types of compensation, including qualified performance-based compensation. The Company believes that Benefits in the form of Stock Options, Performance Stock, Performance Cash Awards, SARs, performance-based Restricted Stock and Restricted Stock Units and cash payments under Management Incentive Awards under the 2005 Plan constitute qualified performance-based compensation and, as such, will be exempt from the \$1,000,000 limitation on deductible compensation.

Miscellaneous

A new benefits table is not provided because no grants have been made under the 2005 Plan and all Benefits are discretionary. On September 30, 2005, the closing price of the Common Stock was \$19.05.

Approval by Stockholders

In order to be adopted, the 2005 Plan must be approved by the affirmative vote of a majority of the shares of Common Stock of the Company outstanding on the record date. Unless otherwise indicated on the proxy, the shares will be voted FOR adoption of the DeVry Inc. Incentive Plan of 2005.

The Board of Directors recommends a vote FOR the approval of the DeVry Inc. Incentive Plan of 2005.

EQUITY COMPENSATION PLAN INFORMATION

The Company currently maintains five equity compensation plans: the 1988 Stock Incentive Plan, the 1991 Stock Incentive Plan, the 1994 Stock Incentive Plan, the 1999 Stock Incentive Plan and the 2003 Stock Incentive Plan. Each of these plans has been approved by the Company's stockholders. Stockholders are being asked to approve the DeVry Inc. Incentive Plan of 2005, as described above under the caption, "Approval of the DeVry Inc. Incentive Plan of 2005."

The following table summarizes information, as of June 30, 2005, relating to equity compensation plans of the Company under which the Company's Common Stock is authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)(1)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)(2)
Equity compensation plans approved by security holders	3,765,844	\$ 22.35	1,018,950
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	3,765,844	\$ 22.35	1,018,950

- (1) The number shown in column (a) is the number of shares that may be issued upon exercise of outstanding options under the stockholder-approved 1988 Stock Incentive Plan (7,000 shares), 1991 Stock Incentive Plan (219,860 shares), 1994 Stock Incentive Plan (1,075,004 shares), 1999 Stock Incentive Plan (1,483,080 shares) and 2003 Stock Incentive Plan (980,900 shares). All of the shares that remained available for future issuance were available under the 1999 Stock Incentive Plan and the 2003 Stock Incentive Plan. No new awards may be granted under the 1988 Stock Incentive Plan, the 1991 Stock Incentive Plan or the 1994 Stock Incentive Plan.
- (2) The number shown in column (c) is the number of shares that may be issued upon exercise of options and other equity awards granted in the future under the 1999 Stock Incentive Plan (1,050 shares) and the 2003 Stock Incentive Plan (1,017,900 shares). This table does not reflect (i) the 3,000,000 shares that will be available under the DeVry Inc. Incentive Plan of 2005 if stockholders approve the proposal to approve the DeVry Inc. Incentive Plan of 2005 or (ii) the 200,000 shares that will be available under the DeVry Inc. Employee Stock Purchase Plan if stockholders approve the proposal to approve the amendment and restatement of the DeVry Inc. Employee Stock Purchase Plan.

BOARD OF DIRECTORS AND BOARD COMMITTEE INFORMATION

Board of Directors

The Company's Board of Directors held four regular meetings and two special meetings during fiscal year 2005. Board members are expected to attend Board meetings, the meetings of the committees on which they serve and the Company's Annual Meeting of Stockholders, except in unusual circumstances. During fiscal 2005 all incumbent Directors attended 75% or more of the aggregate of the total number of meetings of the Board of Directors and of the committees on which they served. Eight of the nine Directors attended the Company's 2004 Annual Meeting. During fiscal 2005 the Board met four times in executive session without management Directors or other employees.

Director Independence

The Board of Directors has considered whether or not each Director has any material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) and has otherwise complied with the requirements for independence under the applicable listing standards of the New York Stock Exchange (NYSE).

As a result of this review, the Board of Directors affirmatively determined that all of the Company's current directors are independent of the Company and its management within the meaning of the applicable NYSE rules, with the exception of Mr. Keller and Mr. Taylor. Mr. Keller is considered an inside director because of his employment as Board Chair of the Company. Mr. Taylor is considered an inside director because of his employment as CEO of the Company.

The Board considered the relationship between the Company and The Revere Group described under the caption Certain Transactions because Mr. McCormack is a director of The Revere Group and a founding partner of what is now Trident Capital, Inc., an investor in The Revere Group. The Board concluded that the relationship is not a material one for purposes of the NYSE listing standards after considering the small size of the investment in The Revere Group in relation to Trident Capital's overall portfolio, the nature of Mr. McCormack's relationships with The Revere Group and Trident Capital, and the reasonable and competitive nature of the terms on which The Revere Group rendered consulting services to the Company.

Board Committees

The Board has standing governance, audit, compensation, finance and academic committees. A current copy of the charters of each of these committees and a current copy of each of the Company's policy on the Director Nomination Process and the Company's Corporate Governance Principles are available in print from the Secretary of the Company to any stockholder upon written request and can also be found on the Company's website, www.devryinc.com. Only Directors who meet the NYSE listing standards definition of independent are appointed to the governance and compensation committees. Only Directors who meet the NYSE listing standards and the SEC definitions of independent are appointed to the audit committee.

Governance Committee. Directors Julia A. McGee (Chair), Robert C. McCormack and Harold T. Shapiro serve as members of the Company's Governance Committee, which met four times during fiscal 2005. The Board of Directors has determined that all of the members of the Governance Committee are independent, as defined in the applicable NYSE listing standards. In accordance with the Committee's Charter, the Committee's responsibilities include proposing a slate of directors for election by the stockholders at each annual meeting and proposing candidates to fill any vacancies on the Board; reviewing the committee structure; and leading the Board and Committee evaluation process. The Governance Committee will consider stockholder recommendations of candidates for Director. Such recommendations should be sent to the Secretary of the Company. Detailed procedures, including minimum qualifications and specific qualities or skills believed necessary, and the Committee's process (arising primarily out of the Company's By-Laws) for identifying and evaluating nominees, have been codified in the Company's policy on the Director Nomination Process. The full text of that policy is included in this Proxy Statement as Appendix C.

The Company may from time to time pay a fee to third parties to help identify or evaluate potential nominees and has currently retained such a consultant to help identify and evaluate potential nominees. Boardroom Consultants, an executive search firm, which was engaged by the Company to assist in identifying and evaluating director candidates, identified Mr. Ruiz as a director candidate and recommended his candidacy to the Governance Committee in 2005. Mr. Bowsher identified Mr. Keevan as a director candidate and recommended his candidacy to the Governance Committee in 2005. The Governance Committee evaluated Messrs. Keevan and Ruiz against the criteria set forth in the policy on Director Nomination Process and recommended them to the full Board of Directors for nomination.

Audit Committee. Directors Charles A. Bowsher (Chair), David S. Brown and Harold T. Shapiro serve as members of the Audit Committee, which was established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act. The Committee met 10 times in fiscal 2005. The Board of Directors has, in its business judgment, determined that all of the members of the Audit Committee are independent as required by the applicable listing standards of the NYSE and by the applicable rules and regulations issued by the Securities and Exchange Commission. The Board has also determined that the Audit Committee has at least one audit committee financial expert serving on that Committee, namely, the Committee Chair, Charles A. Bowsher, whose business background may be found on page 3 of this Proxy Statement. Among the principal duties of the Audit Committee are appointing the Company's independent accountants, subject to ratification by the stockholders; review of scope, approach and results of the annual audits; review of annual and quarterly financial statements; and review of the representations of management and the findings and suggestions of the independent accountants regarding internal controls, financial policies and procedures and management's response thereto.

Additional detail about the Committee's activities are spelled out in the Committee's Charter, which was amended and restated by the Board of Directors on May 2, 2005. A copy of the Committee's Charter is attached to this Proxy Statement as Appendix D. The report of the Audit Committee appears on page 26 of this Proxy Statement.

Compensation Committee. Directors Frederick A. Krehbiel (Chair), Julia A. McGee and Robert C. McCormack serve as members of the Compensation Committee, which held four meetings in fiscal 2005. The Board of Directors has determined that all of the members of the Compensation Committee are independent as defined in the applicable NYSE listing standards. The role of the Compensation Committee is to establish and oversee the policies that govern Company compensation and benefit practices and includes review of the salaries of the senior officers of the Company each year, evaluation of the performance of the CEO and setting his compensation level, and approval of management incentive awards and stock option grants. The report of the Compensation Committee on Executive Compensation appears on pages 22 to 24 of this Proxy Statement.

Academic Committee. Directors Harold T. Shapiro (Chair), David S. Brown and Connie R. Curran serve as members of the Company's Academic Committee, which was established to assure that the academic perspective is heard and represented at the highest policy-setting level, and incorporated in all of the Company's activities and operations. The purpose of the Committee, which met three times in fiscal 2005, is to provide oversight of the Company's academic policy and input to the Board regarding academic activities.

Finance Committee. Directors Robert C. McCormack (Chair), David S. Brown and Connie R. Curran serve as members of the Company's Finance Committee, which met two times during fiscal 2005. The Committee's principal duties include review and recommendation with respect to the Company's financing policies, including cash flow, capital structure and dividend policy, as well as risk management policy.

Compensation of Directors

Directors are each paid a retainer of \$24,000 per annum plus \$1,500 for each Board of Directors meeting attended. Non-employee committee members are also paid \$1,000 per committee meeting attended. In addition, the Chair of the Audit Committee receives an annual retainer of \$10,000 for such services. Also, Directors are eligible to receive options under the Company's 1999 and 2003 Stock Incentive Plans and are currently granted options for 6,000 shares upon election or re-election to the Board. These options vest in three

annual installments beginning one year from the date of election. Directors are reimbursed for any reasonable and appropriate expenditures attendant to Board membership.

Under the DeVry Inc. Board of Directors' Deferred Compensation Plan, a Director may elect to defer all or a portion of Board compensation. Any amount so deferred is, at the Director's election, valued as if invested in the Company's Common Stock and/or the average yield on corporate bonds as determined by Mergent Bond Record, and is payable in cash in installments or as a lump-sum on or after termination of services as a Director.

CERTAIN TRANSACTIONS

During fiscal year 2005 the Company paid The Revere Group, an information systems consulting organization, approximately \$1.1 million for consulting services. Robert C. McCormack, one of the Company's Directors, is also a director of The Revere Group, and Trident Capital, Inc., of which Mr. McCormack is a founding partner, is an investor in the Revere Group. Also, Dennis J. Keller, Chair, and Ronald L. Taylor, CEO, are investors in Trident Capital, Inc.

During the same fiscal year, the Company paid \$132,433, and is expected to pay an additional \$36,000 during fiscal 2006, to Lawrence Associates Incorporated (LAI) for two pilot tests of information technology services. Thomas Taylor, brother of the Company's CEO, Ronald L. Taylor, is Executive Vice President and Chief Operating Officer of LAI.

Management believes that these transactions and any relationships during fiscal year 2005 were on terms that were reasonable and competitive. Additional transactions and relationships of this nature may be expected to take place in the ordinary course of business in the future.

STOCKHOLDER COMMUNICATION WITH DIRECTORS

Stockholders wishing to communicate with the Board of Directors should send any communication to: Secretary, DeVry Inc., One Tower Lane, Suite 1000, Oakbrook Terrace, Illinois 60181. Any such communication must be in writing, must set forth the name and address of the stockholder (and the name and address of the beneficial owner, if different), and must state the form of stock ownership and the number of shares beneficially owned by the stockholder making the communication. The Company's Secretary will compile and periodically forward all such communication to the Board of Directors.

CODE OF BUSINESS CONDUCT AND ETHICS

The Company has adopted a Code of Business Conduct and Ethics (the "Code") that applies to its Directors, officers (including the CEO, the Chief Financial Officer and the Controller) and all other employees. The Code is intended to promote honest and ethical conduct; full, fair, accurate, timely and understandable disclosure; compliance with applicable governmental laws, rules and regulations; the prompt internal reporting of violations of the Code; and accountability for adherence to the Code. The Code is available in print, without charge, from the Secretary of the Company to any stockholder upon written request and is also available on the Company's website, www.devryinc.com. The Company posts any amendments to or waivers from the Code (to the extent applicable to the Company's directors and executive officers) on the Company's website, www.devryinc.com.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires that the Company's Directors, executive officers and holders of more than 10% of the Company's Common Stock file reports of ownership and changes in ownership of Common Stock with the Securities and Exchange Commission. During the fiscal year ended June 30, 2005, all such persons filed on a timely basis all reports required by Section 10(a) of the Exchange Act, except that executive officer O. John Skubiak was inadvertently late in filing one report on Form 4.

STOCK OWNERSHIP

The table below sets forth the number and percentage of outstanding shares of Common Stock beneficially owned by (1) each person known by the Company to own beneficially more than five percent of the Common Stock, (2) each Director of the Company, (3) each nominee for election as Director, (4) each named executive officer, and (5) all Directors and officers of the Company as a group, in each case as of June 30, 2005, except as otherwise noted. The Company believes that each individual or entity named has sole investment and voting power with respect to the shares of Common Stock indicated as beneficially owned by them, except as otherwise noted.

Amount and Nature of Beneficial Ownership

Name	Amount and Nature of Beneficial Ownership			
	Common Shares Beneficially Owned Excluding Options(1)	Stock Options Exercisable within 60 days of Record Date(2)	Total Common Stock Beneficially Owned	Percentage Ownership
Ariel Capital Management, LLC 200 E. Randolph Dr. Suite 2900 Chicago, IL 60601	7,073,600(3)		7,073,600	10.0