

HOWARD ROBERT L
Form 4
December 03, 2009

FORM 4

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

OMB APPROVAL

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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 *
HOWARD ROBERT L

2. Issuer Name and Ticker or Trading Symbol
DEVON ENERGY CORP/DE [DVN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
20 NORTH BROADWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

OKLAHOMA
CITY, OK 73102-8260

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/02/2009 | | M | V | 6,000 | A | \$ 27.975 32,910 D |
| Common Stock | 12/02/2009 | | F | | 2,483 | D | \$ 67.58 30,427 D |
| Common Stock | 12/02/2009 | | M | | 4,968 | A | \$ 18.95 35,395 D |
| Common Stock | 12/02/2009 | | F | | 1,393 | D | \$ 67.58 34,002 D |
| Common Stock | 12/02/2009 | | M | | 4,968 | A | \$ 21.635 38,970 D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|---|--------------------|
| Common Stock | 12/02/2009 | F | 1,590 | D | \$ 67.58 | 37,380 | D | |
| Common Stock | 12/02/2009 | M | 4,968 | A | \$ 27.275 | 42,348 | D | |
| Common Stock | 12/02/2009 | F | 2,005 | D | \$ 67.58 | 40,343 | D | |
| Common Stock | | | | | | 6,905 | I | by Managed Account |
| Common Stock | | | | | | 7,500 | I | by Spouse |
| Common Stock | | | | | | 7,500 | I | by Trust |

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 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, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 18.95 | 12/02/2009 | | M | 4,968 | 04/25/2003 05/10/2010 | Common Stock | 4,968 | |
| Non-Qualified Stock Option (right to buy) | \$ 21.635 | 12/02/2009 | | M | 4,968 | 04/25/2003 05/09/2011 | Common Stock | 4,968 | |
| Non-Qualified Stock Option (right to buy) | \$ 27.275 | 12/02/2009 | | M | 4,968 | 04/25/2003 05/14/2012 | Common Stock | 4,968 | |
| Non-Qualified Stock Option | \$ 27.975 | 12/02/2009 | | M | 6,000 | 06/11/2003 06/11/2011 | Common Stock | 6,000 | |

(right to buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOWARD ROBERT L 20 NORTH BROADWAY OKLAHOMA CITY, OK 73102-8260 | X | | | |

Signatures

By: Janice A. Dobbs For: Robert L.
Howard

12/03/2009

__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).

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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