

DEVON ENERGY CORP/DE
Form 4
February 07, 2011

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 *
RUDOLPH FRANK W

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)
02/03/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP HUMAN RESOURCES

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/03/2011		M		22,800	A	\$ 65.32
							61,561
Common Stock	02/03/2011		S		22,800	D	\$ 88.0267
							(1) 38,761
Common Stock	02/03/2011		M		13,800	A	\$ 63.8
							52,561
Common Stock	02/03/2011		S		13,800	D	\$ 88.0267
							(1) 38,761

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

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(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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 63.8	02/03/2011		M	13,800	12/08/2009 ⁽²⁾ 12/07/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 65.32	02/03/2011		M	22,800	12/08/2008 ⁽³⁾ 12/07/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUDOLPH FRANK W 20 NORTH BROADWAY OKLAHOMA CITY, OK 73102-8260			EVP HUMAN RESOURCES	

Signatures

By: Carla D. Brockman For: Franklin W. Rudolph 02/04/2011

__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).

On February 3, 2011, Mr. Rudolph sold an aggregate of 36,600 shares of Devon Energy Class A common stock. For reporting purposes, (1) the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were \$87.90 to \$88.25.

(2) Stock Options to vest 20% on the 8th day of December in each of the years 2009, 2010, 2011, 2012 and 2013, expiring on December 7, 2017.

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- (3) Stock Options to vest 20% on the 8th day of December in each of the years 2008, 2009, 2010, 2011 and 2012, expiring on December 7, 2016.

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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