

DEVON ENERGY CORP/DE
Form DEFA14A
April 24, 2009

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

Devon Energy Corporation

(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.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.
-

Edgar Filing: DEVON ENERGY CORP/DE - Form DEFA14A

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

SEC 1913 (11-01)

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

***** Exercise Your *Right to Vote* *****

IMPORTANT NOTICE Regarding the Availability of Proxy Materials

DEVON ENERGY CORPORATION

20 NORTH BROADWAY

OKLAHOMA CITY, OK 73102

Meeting Information

Meeting Type: Annual

For holders as of: 4/6/2009

Date: 6/3/2009 **Time:** 8:00 a.m. CDT

Location: The Skirvin Hilton Hotel
Continental Room
1 Park Avenue
Oklahoma City, OK

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT ON FORM 10-K

How to View Online:

Have the 12-Digit Control Number available (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or EMAIL Copy:

If you want to receive a paper or email copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- | | |
|--------------------------|--|
| 1) <i>BY EMAIL</i> *: | sendmaterial@proxyvote.com |
| 2) <i>BY TELEPHONE</i> : | 1-800-579-1639 |
| 3) <i>BY INTERNET</i> : | www.proxyvote.com |

* If requesting materials by email, please send a blank email with the 12-Digit Control Number (located on the following page) in the subject line.

To facilitate timely delivery, please make the request as instructed above on or before 5/20/2009.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: At the meeting, you will need to request a ballot to vote these shares.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the 12-Digit Control Number available and follow the instructions.

Voting Items

**The Board of Directors recommends
a vote FOR the nominees listed
in Agenda Item 1.**

1. Election of Directors

Nominees:

- | | |
|-------------------------|----------------------|
| 01) Robert L. Howard | 03) J. Todd Mitchell |
| 02) Michael M. Kanovsky | 04) J. Larry Nichols |

The Board of Directors recommends a vote FOR Agenda Item 2.

2. Ratify the appointment of Robert A. Mosbacher, Jr. as a director.

The Board of Directors recommends a vote FOR Agenda Item 3.

3. Ratify the appointment of the Company's Independent Auditors for 2009.

The Board of Directors recommends a vote FOR Agenda Item 4.

4. Adoption of the Devon Energy Corporation 2009 Long-Term Incentive Plan.

The Board of Directors recommends a vote AGAINST Agenda Item 5.

5. Adopt Director Election Majority Vote Standard.

6. OTHER MATTERS: In its discretion, to vote with respect to any other matters that may come up before the meeting or any adjournment thereof, including matters incident to its conduct.

