RICHELS JOHN

Form 4

December 05, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Instr. 3)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * **RICHELS JOHN**

(First) (Middle)

20 NORTH BROADWAY

(Street)

12/01/2011

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol **DEVON ENERGY CORP/DE**

[DVN]

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

4. If Amendment, Date Original

F

Issuer

(Check all applicable)

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

5. Relationship of Reporting Person(s) to

PRESIDENT & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

OKLAHOMA CITY, OK 73102-8260

(City) (State) (Zip) 2. Transaction Date 2A. Deemed 1. Title of Security

12/02/2011

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

7,142

D

Following Reported (A) Code V Amount (D) Price

65.39

Transaction(s) (Instr. 3 and 4)

5. Amount of

Securities

Owned

Beneficially

326,461

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 65.1	12/01/2011		A	1,536	12/01/2011(1)	11/30/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 65.1	12/01/2011		A	143,639	12/01/2011(1)	11/30/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RICHELS JOHN 20 NORTH BROADWAY OKLAHOMA CITY, OK 73102-8260	X		PRESIDENT & CEO			

Signatures

By: Carla D. Brockman For: John Richels

**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).
- Options granted December 1, 2011, vest 20% on the 1st day of December in each of the years 2011, 2012, 2013, 2014, and 2015, expiring on November 30, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential 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 number.

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