NICHOLS J LARRY
Form 4
December 10, 2009

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
NICHOLS J LARRY

(Last) (First) (Middle)

20 NORTH BROADWAY

(Street)

OKLAHOMA
CITY, OK 73102-8260

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CHAIRMAN AND 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**

| 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 | 12/08/2009 | | M | | 19,472 | A | $ 15.4688 | 1,510,477 | D | |
| Common Stock | 12/08/2009 | | F | | 4,721 | D | $ 63.8 | 1,505,756 | D | |
| Common Stock | 12/08/2009 | | M | | 120,528 | A | $ 15.4688 | 1,626,284 | D | |
| Common Stock | 12/08/2009 | | F | | 29,222 | D | $ 63.8 | 1,597,062 | D | |
| Common Stock | 12/08/2009 | | F | | 38,302 | D | $ 63.8 | 1,558,760 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock | 12/08/2009 | F | 9,659 | D | $ 63.8 | 1,549,101 | D | |
| Common Stock | 12/08/2009 | A | 87,500 (1) | A | $ 0 | 1,636,601 | D | |
| Common Stock | | | | | | 157,248 | I | by Spouse |
| Common Stock | | | | | | 85,930 | 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. Titl Under (Instr. |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Incentive Stock Option (right to buy) | $ 15.4688 | 12/08/2009 | | M | | | 19,472 | 08/29/2000 | 12/09/2009 | Com Sto |
| Incentive Stock Option (right to buy) | $ 63.8 | 12/08/2009 | | A | | 1,567 | | 12/08/2009(2) | 12/07/2017 | Com Sto |
| Non-Qualified Stock Option (right to buy) | $ 15.4688 | 12/08/2009 | | M | | | 120,528 | 08/29/2000 | 12/09/2009 | Com Sto |
| Non-Qualified Stock Option (right to buy) | $ 63.8 | 12/08/2009 | | A | | 206,833 | | 12/08/2009(2) | 12/07/2017 | Com Sto |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| NICHOLS J LARRY<br>20 NORTH BROADWAY | X | | CHAIRMAN AND CEO | |

OKLAHOMA CITY, OK 73102-8260

# Signatures

| | |
|---|---|
| By: Janice A. Dobbs For: J. Larry Nichols | 12/10/2009 |
| **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).

**(1)** Restricted Stock to vest 25% on the 8th day of December in each of the years 2010, 2011, 2012 and 2013.

**(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.

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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