

**DEVON ENERGY CORP /OK/**  
Filed by  
**KERR MCGEE CHEMICAL WORLDWIDE LLC**

**FORM SC 13D/A**  
(Amended Statement of Beneficial Ownership)

Filed 08/05/99

Address	20 N BROADWAY STE 1500 OKLAHOMA CITY, OK 73102-8260
Telephone	4052353611
CIK	0000837330
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Operations
Sector	Energy
Fiscal Year	12/31

# DEVON ENERGY CORP /OK/

## FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 8/5/1999

Address	20 N BROADWAY STE 1500 OKLAHOMA CITY, Oklahoma 73102-8260
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
(Amendment No. 5)

**Devon Energy Corporation**  
(Name of Issuer)

Common Stock, par value \$0.10 per share  
(Title of Class of Securities)

73-0311467  
(CUSIP Number)

Gregory F. Pilcher  
Vice President and General Counsel  
Kerr-McGee Corporation  
123 Robert S. Kerr Avenue  
Oklahoma City, Oklahoma 73102  
(405) 270-1313

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications)

August 2, 1999  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box: [ ]

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Name of Reporting Person.  
I.R.S. Identification Number of Above Person (Entities Only).  
  
Kerr-McGee Corporation
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
Not Applicable
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items  
2(d) or 2(e)
6. Citizenship or Place of Organization  
Delaware
7. Sole Voting Power  
Number of Shares Beneficially Owned by Each Reporting Person With: 0
8. Shared Voting Power  
9,954,000
9. Sole Dispositive Power  
0
10. Shared Dispositive Power  
9,954,000
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
9,954,000
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions)
13. Percent of Class Represented by Amount in Row (11)  
20.4%
14. Type of Reporting Person (See Instructions)  
CO



## AMENDMENT NO. 5

The Statement on Schedule 13D relating to the Common Stock, par value \$0.10 per share ("Shares"), of Devon Energy Corporation ("Devon"), which was initially filed on January 8, 1997 (the "Initial Statement") by Kerr-McGee Corporation ("Kerr-McGee") and amended by Amendment No. 1, as filed on May 28, 1999, Amendment No. 2, as filed on July 18, 1999, Amendment No. 3, as filed on July 22, 1999, and Amendment No. 4, as filed on August 4, 1999, is hereby further amended as set forth herein. Capitalized terms used but not defined herein shall have the meanings as set forth in the Initial Statement. Amendment No. 4 is amended and restated in its entirety by the following text:

### **Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

#### **Item 6 is amended by adding the following text to the end thereof:**

On August 2, 1999, Kerr-McGee closed its public offering of \$287,259,450 aggregate principal amount of its 5-1/2% Exchangeable Notes due August 2, 2004 (the "DECS"). The underwriters have an option, exercisable for a thirty-day period following August 2, 1999 to cover over-allotments, if any, for an additional \$43,088,924 aggregate principal amount of DECS.

On August 2, 2004, holders of the DECS, who at that time may be any member of the public, will receive for each DEC between approximately 0.85 and 1.00 Shares of Devon, depending on the average trading price of Shares at that time, or, at the option of Kerr-McGee, the cash equivalent. The terms of the rights and obligations of holders of DECS to receive Shares are more fully described in Exhibits 5, 6 and 7 hereto, which are incorporated herein by reference.

Until the proper delivery and receipt of the Shares, if any, on August 2, 2004, holders of DECS are not entitled to any rights with respect to the Shares, including, without limitation, the right to dispose, transfer, vote or receive any dividend or other distribution. Kerr-McGee may not redeem the DECS until August 2, 2004. Kerr-McGee is not prohibited from disposing, transferring or voting the Shares, except pursuant to the Stock Agreement, which will terminate on the effectiveness of the Merger of Devon and PennzEnergy Company.

**Item 7. Material to be Filed as Exhibits.**

**Item 7 is amended by adding the following text to the end thereof:**

5. Indenture, dated as of August 1, 1982, between Kerr-McGee and Citibank, N.A., filed as Exhibit 4.1 to Form S-3 Registration Statement (File No. 2-78952).

6. First Supplemental Indenture, dated as of May 7, 1996, between Kerr- McGee and Citibank, N.A., filed as Exhibit 4.1 to Form 8-K Current Report (File No. 001-03939), filed on July 29, 1999.

7. Form of Second Supplemental Indenture, between Kerr-McGee and Citibank, N.A., filed as Exhibit 4.2 to Form 8-K Current Report (File No. 001- 03939), filed on July 29, 1999.

**SIGNATURE**

After reasonable inquiry and to the best of his or its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: August 5, 1999

**KERR-McGEE CORPORATION**

By: */s/ John C. Linehan*

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Name: *John C. Linehan*  
Title: *Executive Vice President and  
Chief Financial Officer*

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**End of Filing**

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