

# DEVON ENERGY CORP/DE

Reported by  
**JENNINGS BRIAN J**

## FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 02/12/03 for the Period Ending 12/31/02

Address	333 W. SHERIDAN AVENUE OKLAHOMA CITY, OK 73102
Telephone	4055528183
CIK	0001090012
Symbol	DVN
SIC Code	1311 - Crude Petroleum and Natural Gas
Fiscal Year	12/31

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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(f) of the Investment Company Act of 1940

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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).

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person * <b>Jennings, Brian J.</b>  (Last) (First) (Middle) <b>20 North Broadway</b>  (Street) <b>Oklahoma City, OK 73102</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Devon Energy Corporation</b> <b>divn</b>  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year <b>12/2002</b>  5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ___ Director ___ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below)  Description <b>Senior Vice President - Corporate Development</b>  7. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
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**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				Amount / Price A/D	6,800	D	
Common Stock				// \$	351	I	By Managed Account

**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 (DE) and Expiration Date (ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Year Reported Transaction (s) (Instr.4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Incentive Stock Option (right to buy)	\$43.375000				A or D	DE / ED	Title / Amount or Number of Shares				
Incentive						/ 03/17/10	Common Stock / 6915	\$	6915	D	

Stock Option (right to buy)	\$46.090000	/ 12/02/12	Common Stock / 2169	\$	2169	D
Incentive Stock Option (right to buy)	\$51.700000	/ 11/29/10	Common Stock / 7736	\$	7736	D
Non-Qualified Stock Option (right to buy)	\$34.850000	/ 12/04/11	Common Stock / 53000	\$	53000	D
Non-Qualified Stock Option (right to buy)	\$43.375000	/ 03/17/10	Common Stock / 18085	\$	18085	D
Non-Qualified Stock Option (right to buy)	\$46.090000	/ 12/02/12	Common Stock / 50831	\$	50831	D
Non-Qualified Stock Option (right to buy)	\$51.700000	/ 11/29/10	Common Stock / 17264	\$	17264	D

**Explanation of Responses:**

**By:**

/s/ Janice A. Dobbs

**Brian J. Jennings**

\*\* Signature of Reporting Person

**Date:**

02/12/2003

SEC 2270 (09-02)

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

\* 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).

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.