

DEVON ENERGY CORP/DE

Reported by
LACEY J M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/22/03 for the Period Ending 12/19/03

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

DEVON ENERGY CORP/DE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/22/2003 For Period Ending 12/19/2003

Address	20 N BROADWAY STE 1500 OKLAHOMA CITY, Oklahoma 73102
Telephone	405-235-3611
CIK	0001090012
Industry	Oil & Gas Operations
Sector	Energy
Fiscal Year	12/31

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FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL
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**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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
LACEY J M			DEVON ENERGY CORP/DE [dvn]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP - E & P		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			12/19/2003					
20 N. BROADWAY			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
OKLAHOMA CITY, OK 73102								
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	12/19/2003		M		9736	A	\$30.9375	14901	D	
Common Stock	12/19/2003		S		9736	D	\$57.10	5165	D	
Common Stock	12/19/2003		M		23193	A	\$34.85	28358	D	
Common Stock	12/19/2003		S		23193	D	\$57.10	5165	D	
Common Stock	12/19/2003		M		8607	A	\$34.85	13772	D	
Common Stock	12/19/2003		S		8607	D	\$57.10	5165	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Incentive Stock Option (right to buy)	\$30.9375	12/19/2003		M		9736	8/29/2000	12/9/2009	Common Stock	9736	\$57.10	0	D	
Incentive Stock Option (right to buy)	\$34.8500	12/19/2003		M		8607	12/4/2001	12/4/2011	Common Stock	8607	\$57.10	5738	D	
Non-Qualified Stock Option (right to buy)	\$34.8500	12/19/2003		M		23193	12/4/2001	12/4/2011	Common Stock	23193	\$57.10	15462	D	

Explanation of Responses:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LACEY J M 20 N. BROADWAY OKLAHOMA CITY, OK 73102			SVP - E & P	

Signatures

**Janice A. Dobbs,
Attorney-in-Fact
for J. M. Lacey**

12/22/2003

** Signature of
Reporting Person

Date

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.

Persons who 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.

POWER OF ATTORNEY

For Executing Forms 3, 4 and 5

Know all by these presents, that the undersigned hereby constitutes and appoints Janice

- (1) Execute for and on behalf of the undersigned Forms 3, 4 and 5 in accordance with
- (2) Do and perform any and all acts for and on behalf of the undersigned which may b
- (3) Take any other action of any type whatsoever in connection with the foregoing wh

The undersigned hereby grants to each such attorney-in-fact full power and authority to

This Power of Attorney shall continue in full force and effect until June 30, 2004 with respect

This Power of Attorney supercedes any power of attorney previously executed by the undersigned i

IN WITNESS WHEREOF, the undersigned executes this Power of Attorney effective this 30th

/s/ J. M. Lacey

J. M. Lacey

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End of Filing

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