

DEVON ENERGY CORP/DE

Reported by
JENNINGS BRIAN J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/08/03 for the Period Ending 12/04/03

| | |
|-------------|---|
| 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 12/8/2003 For Period Ending 12/4/2003

| | |
|-------------|---|
| 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 |

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
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

**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) | |
| JENNINGS BRIAN J | | 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 Corp. Fin & Development | |
| (Last) (First) (Middle) 20 NORTH BROADWAY | | 3. Date of Earliest Transaction (MM/DD/YYYY) 12/4/2003 | | | |
| (Street) OKLAHOMA CITY, OK 73102 | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| (City) (State) (Zip) | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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 | 12/4/2003 | | A | | 9100 (1) | A | \$0.00 | 15900 | D | |
| Common Stock | | | | | | | | 351 | I | by Managed Account |

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 | Title | Amount or Number of Shares | | | | |
| Incentive Stock Option (right to buy) | \$52.85 | 12/4/2003 | | A | | 1892 | | 12/4/2007 | 12/3/2011 | Common Stock | 1892 | \$0.00 | 1892 | D | |
| Non-Qualified Stock Option | \$52.85 | 12/4/2003 | | A | | 26108 | | 12/4/2003 | 12/3/2011 | Common Stock | 26108 | \$0.00 | 26108 | D | |

Explanation of Responses:

(1) Restricted Stock granted on December 4, 2003, to vest 25% per year beginning December 4, 2004.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JENNINGS BRIAN J | | | | |

Signatures

**Janice A. Dobbs
for Brian J.
Jennings**

12/8/2003

20 NORTH BROADWAY
OKLAHOMA
CITY, OK 73102

SVP Corp. Fin &
Development

** 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/ Brian J. Jennings

Brian J. Jennings

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End of Filing

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