

DEVON ENERGY CORP /OK/
Filed by
STRONG CAPITAL MANAGEMENT INC ET AL

FORM SC 13G/A
(Amended Statement of Ownership)

Filed 02/11/99

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

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G
Under the Securities Exchange Act of 1934

Amendment No.: 3

Name of Issuer: Devon Energy Corporation

Title of Class of Securities: Common Stock

CUSIP Number: 251799102

Check the following line if a fee is being paid with this statement. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No.: 251799102

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Strong Capital Management, Inc.
39-1213042

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Wisconsin

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
2,053,050
6. SHARED VOTING POWER
0
7. SOLE DISPOSITIVE POWER
2,269,524
8. SHARED DISPOSITIVE POWER
0
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON
2,269,524

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES
N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.0%

12. TYPE OF REPORTING PERSON
IA

CUSIP No.: 251799102

1. NAME OF REPORTING PERSON

Richard S. Strong

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

5. SOLE VOTING POWER
2,053,050

6. SHARED VOTING POWER
0

7. SOLE DISPOSITIVE POWER
2,269,524

8. SHARED DISPOSITIVE POWER
0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
2,269,524

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES
N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.0%

12. TYPE OF REPORTING PERSON*
IN

Item 1 (a). Name of Issuer: Devon Energy Corporation

Item 1 (b). Address of Issuer's Principal Executive
Offices:

20 North Broadway, Suite 1500, Oklahoma City, Oklahoma
73102-8260

Item 2 (a). Name of Persons Filing:

- (1) Strong Capital Management, Inc.
- (2) Richard S. Strong

Attached as Exhibit 1 is a copy of an
agreement between the persons filing (as
specified above) that this Schedule 13G
is being filed on behalf of each of
them.

X The agreement between the persons filing
has already been filed.

Item 2 (b). Address of Principal Business Office of

each of the persons specified in 2(a) above:

100 Heritage Reserve, Menomonee Falls,
Wisconsin 53051

Item 2 (c). Citizenship or Place of Organization:

Strong Capital Management, Inc.
-Wisconsin corporation

Richard S. Strong--U.S.A.

Item 2 (d). Title of Class of Securities:

Common Stock

Item 2 (e). CUSIP Number: 251799102

Item 3. The persons filing this Schedule 13G are:

Strong Capital Management, Inc.
-Investment Advisor registered under Section
203 of the Investment Advisers Act of 1940.

Richard S. Strong---Chairman of the Board and
the principal shareholder of Strong Capital.
(Mr. Strong is joining in this filing on
Schedule 13G pursuant to positions taken by
the Staff of the SEC authorizing certain
individuals in similar situations to join in
a filing with a controlled entity eligible to
file on Schedule 13G.)

Item 4. Ownership:

Reference is made to Items 5-11 on the cover
sheets of this Schedule 13G.

Strong Capital Management, Inc.,
has been granted discretionary dispositive
power over its clients' securities and in
some instances has voting power over such
securities. Any and all discretionary
authority which has been delegated to Strong
Capital may be revoked in whole or in part at
any time.

Mr. Strong is joining in this Schedule 13G
and reporting beneficial ownership of the
same securities beneficially owned by Strong
Capital Management, Inc., as a result of his
position with and stock ownership in Strong
Capital Management, Inc. See Item 8.

Item 5. Ownership of Five Percent or Less of a Class

X Not Applicable.

This statement is being filed to report
the fact that, as of the date of this report,
the reporting persons have ceased to be the
beneficial owners of more than five percent
of the class of securities.

Item 6. Ownership of More than Five Percent On Behalf
of Another Person

(1)Neither Strong Capital Management, Inc.,
nor Mr. Strong serves
as custodian of the assets of any of
Strong Capital Management, Inc.'s
clients; accordingly, in each instance
only the client or client's custodian or
trustee bank has the right to receive
dividends paid with respect to, and
proceeds from the sale of, such
securities.

The ultimate power to direct the receipt
of dividends paid with respect to, and

the proceeds from the sale of, such securities, is vested in the individual and institutional clients for which Strong Capital Management, Inc., serves as investment advisor. Any and all discretionary authority which has been delegated to Strong Capital Management, Inc., may be revoked in whole or in part at any time.

The ownership identified in this filing is owned by various accounts for which Strong Capital Management, Inc. acts as the investment advisor. None of the accounts own more than 5% of the class.

(2)With respect to securities owned by any one of the Strong Funds, only Firststar Bank Milwaukee, N.A., as custodian for each of such Funds, has the right to receive dividends paid with respect to, and proceeds from the sale of, such securities. No other person is known to have such right, except that the shareholders of each such Fund participate proportionately in any dividends and distributions so paid.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Strong Capital Management, Inc., a Wisconsin corporation, is an investment advisor registered under Section 203 of the Investment Advisers Act of 1940. Mr. Strong is Chairman of the Board of Strong Capital Management, Inc., and beneficially owns substantially all of Strong Capital Management, Inc.'s outstanding voting securities. Mr. Strong is joining in this Schedule 13G because, as a result of his position with and ownership of securities of Strong Capital Management, Inc., Mr. Strong could be deemed to have voting and/or investment power with respect to the shares beneficially owned by Strong Capital Management, Inc. Neither the filing of this joint Schedule 13G nor any information contained herein shall be construed as an admission by Mr. Strong of his control or power to influence the control of Strong Capital Management, Inc.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below, the undersigned (i) hereby certify that, to the best of their knowledge and belief, the securities reported herein were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect and (ii) hereby declare and affirm that the filing of this Schedule 13G shall not be construed as an admission that either of the reporting persons is the beneficial owner of the securities reported herein, which beneficial ownership is hereby

expressly denied (except for such shares, if any, reported herein as beneficially owned by Strong Capital Management, Inc., for its own account or by Mr. Strong for his individual account and not as a result of his position with and ownership of securities of Strong Capital Management, Inc.).

SIGNATURE

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

Dated: 2/11/99

/s/ Stephen J. Shenkenberg

Stephen J. Shenkenberg
Vice President
STRONG CAPITAL MANAGEMENT, INC.

/s/ Richard S. Strong

Richard S. Strong
Chairman of the Board
STRONG CAPITAL MANAGEMENT, INC.

End of Filing

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