

DEVON ENERGY CORP/DE

Reported by
HEATLY DANNY J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/10/09 for the Period Ending 12/08/09

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 4

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

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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).

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)		
HEATLY DANNY J			DEVON ENERGY CORP/DE			____ Director ____ 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			____ X ____ Officer (give title below) ____ Other (specify below)		
20 NORTH BROADWAY			12/8/2009			SVP ACCOUNTING/CHIEF ACCTG OFF		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
OKLAHOMA CITY, OK 73102-8260						____ X ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person		
(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	12/8/2009		F		826	D	\$63.8	45770	D	
Common Stock	12/8/2009		A		9800 (1)	A	\$0	55570	D	
Common Stock								658	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)	\$63.8	12/8/2009		A		1567		12/8/2009 (2)	12/7/2017	Common Stock	1567	\$0	1567	D	
Non-Qualified Stock Option (right to buy)	\$63.8	12/8/2009		A		25733		12/8/2009 (2)	12/7/2017	Common Stock	25733	\$0	25733	D	

Explanation of Responses:

- (1) Restricted Stock to vest 25% on the 8th day of December in each of the years 2010, 2011, 2012 and 2013.
- (2) Stock Options to vest 20% on the 8th day of December in each of the years 2009, 2010, 2011, 2012 and 2013, expiring on December 7, 2017.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEATLY DANNY J 20 NORTH BROADWAY OKLAHOMA CITY, OK 73102-8260			SVP ACCOUNTING/CHIEF ACCTG OFF	

Signatures**By: Janice A. Dobbs For: Danny J. Heatly****12/10/2009**

** 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.