

DEVON ENERGY CORP/DE

Filed by
KERR MCGEE CORP /DE

FORM SC 13G (Statement of Ownership)

Filed 08/10/01

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 SC 13G (Statement of Ownership)

Filed 8/10/2001

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

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

SCHEDULE 13G

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. _____)***

Devon Energy Corporation

(NAME OF ISSUER)

Common Stock, par value \$.10 per share

(TITLE OF CLASS OF SECURITIES)

25179M103
(CUSIP NUMBER)

August 1, 2001
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

// Rule 13d-1(b)
 /X/ Rule 13d-1(c)
// Rule 13d-1(d)

*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 on 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).

1. Name of Reporting Persons
Kerr-McGee Corporation (formerly known as Kerr-McGee Holdco, Inc.)

2. Check the Appropriate Box if a Member of a Group (a) / /
(b) / /

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

	5. Sole Voting Power	
		9,954,000
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. Shared Voting Power	
		0
	7. Sole Dispositive Power	
		9,954,000
	8. Shared Dispositive Power	
		0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
9,954,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares / /
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)
7.7% (Based on 129,414,000 shares outstanding as set forth in the
Issuer's 10-Q for the quarterly period ended March 31, 2001)

12. Type of Reporting Person (See Instructions)
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. Name of Reporting Persons

Kerr-McGee Operating Corporation (formerly known as Kerr-McGee Corporation)

2. Check the Appropriate Box if a Member of a Group (a) / /
(b) / /

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

9,954,000

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6. Shared Voting Power

0

7. Sole Dispositive Power

9,954,000

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
9,954,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares / /
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

7.7% (Based on 129,414,000 shares outstanding as set forth in the Issuer's 10-Q for the quarterly period ended March 31, 2001)

12. Type of Reporting Person (See Instructions)

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1.

(a) NAME OF ISSUER Devon Energy Corporation (formerly known as Devon Delaware Corporation)

(b) Address of Issuer's Principal Executive Offices 20 N. Broadway, Suite 1500 Oklahoma City, Oklahoma 73102

ITEM 2.

(a) NAME OF PERSON FILING

Kerr-McGee Corporation and Kerr-McGee Operating Corporation

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

123 Robert S. Kerr Avenue
Oklahoma City, Oklahoma 73102

(c) CITIZENSHIP Kerr-McGee Corporation and Kerr-McGee Operating Corporation were organized and exist under the laws of the State of Delaware

(d) TITLE OF CLASS OF SECURITIES Common Stock, par value \$.10 per share

(e) CUSIP NUMBER

25179M103

ITEM 3. If this statement is filed pursuant to Rules 3d-1(b) or 13-2(b), check whether the person filing is a:

(a) // Broker or dealer registered under Section 15 of the Act.

(b) // Bank as defined in section 3(a)(6) of the Act.

(c) // Insurance company as defined in Section 3(a)(19) of the Act.

(d) // Investment company registered under Section 8 of the Investment Company Act.

(e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

(f) // An employee benefit plan or endowment fund in accordance with 13d-1(b)(1)(ii)(F).

(g) // A parent holding company or control person in accordance with 13d-1(b)(1)(ii)(G).

(h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

(i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.

(j) // Group, in accordance with 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 9,954,000

(b) Percent of class: 7.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 9,954,000

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of:

9,954,000

(iv) Shared power to dispose or to direct the disposition of: 0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not Applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Kerr-McGee Operating Corporation (a direct, wholly owned subsidiary of Kerr-McGee Corporation)

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

ITEM 10. CERTIFICATIONS

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

Date: August 10, 2001

KERR-McGEE CORPORATION

By: /s/ GREGORY F. PILCHER

Name: Gregory F. Pilcher
Title: Senior Vice President,
Secretary and General Counsel

KERR-McGEE OPERATING CORPORATION

By: /s/ GREGORY F. PILCHER

Name: Gregory F. Pilcher
Title: Senior Vice President,
Secretary and General Counsel

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13(d)-7(b) for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

Exhibit 1

JOINT FILING AGREEMENT

Kerr-McGee Corporation, a Delaware corporation, and Kerr-McGee Operating Corporation, a Delaware corporation, each hereby agrees, in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, that the Schedule 13G filed herewith, and any amendments thereto, relating to the shares of common stock, par value \$0.10, of Devon Energy Corporation is, and will be, jointly filed on behalf of each such person and further agree that this Joint Filing Agreement be included as an exhibit to such joint filings. In evidence thereof, the undersigned hereby execute this Agreement as of the date set forth below.

Dated: August 10, 2001

KERR-McGEE CORPORATION

By: /s/ GREGORY F. PILCHER

Name: Gregory F. Pilcher
Title: Senior Vice President,
Secretary and General Counsel

KERR-McGEE OPERATING CORPORATION

By: /s/ GREGORY F. PILCHER

Name: Gregory F. Pilcher
Title: Senior Vice President,
Secretary and General Counsel

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End of Filing

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