

DEVON ENERGY CORP/DE

FORM S-3MEF

(Registration of Additional Securities (up to 20%))

Filed 09/22/99

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 S-3MEF

(Registration of Additional Securities (up to 20%))

Filed 9/21/1999

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

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

DEVON ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

73-1567067
(I.R.S. Employer Identification No.)

20 North Broadway, Suite 1500
Oklahoma City, Oklahoma 73102-8260
(405) 235-3611
(Address, Including Zip Code, and Telephone Number, Including Area Code,
of Registrant's Principal Executive Offices)

J. Larry Nichols
President and Chief Executive Officer
Devon Energy Corporation
20 North Broadway, Suite 1500
Oklahoma City, Oklahoma 73102-8260
(405) 235-3611
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
of Agent For Service)

COPIES TO:

Jerry A. Warren
McAfee & Taft A Professional
Corporation
Two Leadership Square, 10th Floor
211 North Robinson
Oklahoma City, Oklahoma 73102-7103

Thomas P. Mason
Andrews & Kurth L.L.P.
600 Travis, Suite 4200
Houston, Texas 77002

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on the Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434 under the Securities Act of 1933, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)(3)
Devon Common Stock(1)	1,385,000 Shares(3)	\$41.1875	\$57,044,688	\$15,858

(1) Includes the stock purchase rights associated with the Devon Common Stock.

(2) Calculated in accordance with Rule 457(c).

(3) These shares are in addition to the 10,000,000 shares registered pursuant to Registration Statement No. 333-86065 for which a filing fee of \$106,943 has been paid.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(b) OF THE SECURITIES ACT OF 1933.

EXPLANATORY NOTE

THIS REGISTRATION STATEMENT IS BEING FILED PURSUANT TO RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED. THE CONTENTS OF THE REGISTRATION STATEMENT ON FORM S-3 (COMMISSION FILE NO. 333-86065) FILED BY DEVON ENERGY CORPORATION ("THE COMPANY") WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 27, 1999, AS AMENDED BY AMENDMENT NO. 1 TO THE REGISTRATION STATEMENT ON FORM S-3 FILED ON SEPTEMBER 15, 1999, INCLUDING THE EXHIBITS THERETO, WHICH WAS DECLARED EFFECTIVE ON SEPTEMBER 20, 1999, ARE INCORPORATED BY REFERENCE IN THIS REGISTRATION STATEMENT.

ITEM 16. EXHIBITS

Exhibit No.	Document
5.1	Opinion of McAfee & Taft A Professional Corporation.
23.1	Consent of KPMG LLP.
23.2	Consent of Deloitte & Touche LLP.
23.3	Consent of PricewaterhouseCoopers LLP.
23.4	Consent of Arthur Andersen LLP.
23.5	Consent of LaRoche Petroleum Consultants, Ltd.
23.6	Consent of AMH Group Ltd.
23.7	Consent of Paddock Lindstrom & Associates Ltd.
23.8	Consent of John P. Hunter & Associates, Ltd.
23.9	Consent of Ryder Scott Company, L.P.
23.10	Consent of McAfee & Taft A Professional Corporation (contained in opinion in Exhibit 5.1).
24.1	Power of Attorney.*

* Incorporated by reference to the Company's Registration Statement on Form S- 3, as amended, Registration Statement No. 333-86065.

SIGNATURES

Pursuant to the requirements of Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this amended Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma, on the 21st day of September, 1999.

DEVON ENERGY CORPORATION

*/s/ J. Larry Nichols**
By: _____
J. Larry Nichols
President and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, this amended Registration Statement has been signed by the following persons in the capacities indicated on September 21, 1999.

Signature Title

<i>/s/ James L. Pate*</i> ----- <i>James L. Pate</i>	<i>Chairman of the Board and Director</i>
<i>/s/ J. Larry Nichols*</i> ----- <i>J. Larry Nichols</i>	<i>President, Chief Executive Officer and Director</i>
<i>/s/ William T. Vaughn*</i> ----- <i>William T. Vaughn</i>	<i>Vice President Finance</i>
<i>/s/ Danny J. Heatly*</i> ----- <i>Danny J. Heatly</i>	<i>Controller</i>
<i>/s/ Thomas F. Ferguson*</i> ----- <i>Thomas F. Ferguson</i>	<i>Director</i>
<i>/s/ David M. Gavrin*</i> ----- <i>David M. Gavrin</i>	<i>Director</i>
<i>/s/ Michael E. Gellert*</i> ----- <i>Michael E. Gellert</i>	<i>Director</i>
<i>/s/ John A. Hagg*</i> ----- <i>John A. Hagg</i>	<i>Director</i>
<i>/s/ Henry R. Hamman*</i> ----- <i>Henry R. Hamman</i>	<i>Director</i>
<i>/s/ William J. Johnson*</i> ----- <i>William J. Johnson</i>	<i>Director</i>
<i>/s/ Michael M. Kanovsky*</i> ----- <i>Michael M. Kanovsky</i>	<i>Director</i>
<i>/s/ Robert Mosbacher, Jr.*</i> ----- <i>Robert Mosbacher, Jr.</i>	<i>Director</i>

<i>Signature</i>	<i>Title</i>
<i>/s/ H.R. Sanders, Jr.*</i>	<i>Director</i>

<i>H.R. Sanders, Jr.</i>	
<i>/s/ Terry L. Savage*</i>	<i>Director</i>

<i>Terry L. Savage</i>	
<i>/s/ Brent Scowcrowft*</i>	<i>Director</i>

<i>Brent Scowcrowft</i>	
<i>/s/ Robert B. Weaver*</i>	<i>Director</i>

<i>Robert B. Weaver</i>	

**By/s/ Marian J. Moon*

*Marian J. Moon Attorney-in-Fact
for such persons pursuant to
power of attorney filed as an
exhibit to the Registration
Statement on Form S-3 (333-86065)
of Devon Energy Corporation*

EXHIBIT INDEX

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24.1	Power of Attorney.*

* Incorporated by reference to the Company's Registration Statement on Form S-

3, as amended, Registration Statement No. 333-86065

Exhibit 5.1

Law Offices
McAfee & Taft
A Professional Corporation
10th Floor, Two Leadership
Square
211 North Robinson
Oklahoma City, Oklahoma
73102-7103
(405) 235-9621
Fax (405) 235-0439
<http://www.mcafeetaft.com>

September 21, 1999

Devon Energy Corporation
20 North Broadway, Suite 1500
Oklahoma City, Oklahoma 73102-8260

Ladies and Gentlemen:

We have acted as counsel to Devon Energy Corporation (the "Company"), an Oklahoma corporation, in connection with the public offering by the Company of up to 1,385,000 shares of the Company's common stock, par value \$0.10 per share (the "Shares"). This opinion letter is furnished to you in connection with a registration statement on Form S-3 (the "Registration Statement") filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the registration of the Shares.

We have examined, and have relied as to matters of fact upon, the Registration Statement, and originals, or duplicates or certified or conformed copies, of the Company's Certificate of Incorporation and such records, agreements, instruments and other documents and such certificates of public officials and of officers and representatives of the Company, and have made such other and further investigations as we have deemed relevant and necessary in connection with the opinions expressed herein.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies, and the authenticity of the originals of such latter documents.

Based upon and subject to the foregoing, we are of the opinion that when (i) the Registration Statement becomes effective, (ii) certificates representing the Shares in the form of the specimen certificates examined by us have been manually signed by an authorized officer of the transfer agent and registrar for the common stock and registered by such transfer agent and registrar and (iii) the Shares are issued pursuant to and in accordance with the Underwriting Agreement in substantially the form of Exhibit 1.1 to the Company's Registration Statement on Form S-3 (File No. 333-86065), the issuance and sale of the Shares will have been duly authorized, and the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. We also consent to the reference to this firm appearing in the Registration Statement under the caption "Legal Matters."

Very truly yours,

McAfee & Taft A Professional Corporation

Exhibit 23.1

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
Devon Energy Corporation

We consent to incorporation by reference herein of our report dated January 26, 1999, relating to the consolidated balance sheets of Devon Energy Corporation and subsidiaries as of December 31, 1998, 1997 and 1996 and the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended, which report appears in the December 31, 1998 annual report on Form 10-K of Devon Energy Corporation. We also consent to the reference to our firm under the heading "Experts" in the prospectus.

KPMG LLP

Oklahoma City, Oklahoma

September 21, 1999

Exhibit 23.2

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this registration statement on Form S-3 of Devon Energy Corporation of our report dated January 20, 1999 to the shareholders of Northstar Energy Corporation, relating to the consolidated balance sheets of Northstar Energy Corporation and subsidiaries as at December 31, 1998 and 1997 and the related consolidated statements of operations and comprehensive income (loss), stockholders' equity, and cash flows for each of the years then ended, which report appears in the December 31, 1998 annual report on Form 10-K of Devon Energy Corporation.

We also consent to the reference to our firm under the heading "Experts" in the prospectus.

*/s/ DELOITTE & TOUCHE LLP
Chartered Accountants*

*Calgary, Alberta
Canada*

September 21, 1999

Exhibit 23.3

INDEPENDENT AUDITORS' CONSENT

We consent to incorporation by reference in this registration statement on Form S-3 of Devon Energy Corporation of our report dated February 5, 1997, relating to the consolidated balance sheet of Northstar Energy Corporation and subsidiaries as of December 31, 1996 and the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended, which report appears in the December 31, 1998 annual report on Form 10-K of Devon Energy Corporation. We also consent to the reference to our firm in this prospectus as experts in accounting and auditing.

PRICEWATERHOUSECOOPERS LLP

Calgary, Alberta, Canada

September 21, 1999

Exhibit 23.4

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated March 19, 1999 included in the PennzEnergy Company Form 10-K for the year ended December 31, 1998 and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

Houston, Texas

September 21, 1999

Exhibit 23.5

ENGINEER'S CONSENT

We consent to the reference to our appraisal report for Devon Energy Corporation as of years ended December 31, 1996, 1997 and 1998, incorporated herein by reference.

LAROCHE PETROLEUM CONSULTANTS, LTD.

/s/ William E. LaRoche

William E. LaRoche
Partner

September 21, 1999

Exhibit 23.6

ENGINEER'S CONSENT

We consent to the reference to our appraisal report for Devon Energy Corporation as of the years ended December 31, 1996, 1997 and 1998, incorporated herein by reference.

AMH GROUP LTD.

/s/ A. K. Ashton

A. K. Ashton
President

September 21, 1999

Exhibit 23.7

ENGINEER'S CONSENT

Paddock Lindstrom & Associates Ltd.

We consent to the reference to our appraisal report for Northstar Energy Corporation as of the years ended December 31, 1996, 1997 and 1998, incorporated herein by reference.

PADDOCK LINDSTROM & ASSOCIATES LTD.

*/s/ D.L. Paddock
D.L. Paddock, P. Eng.
Vice-President*

September 21, 1999

Exhibit 23.8

ENGINEER'S CONSENT

We consent to the reference to our appraisal report for Northstar Energy Corporation as of December 31, 1997, incorporated herein by reference.

JOHN P. HUNTER & ASSOCIATES, LTD.

/s/ John P. Hunter
John P. Hunter

September 21, 1999

Exhibit 23.9

ENGINEER'S CONSENT

We consent to the reference to our appraisal report for PennzEnergy Company as of the years ended December 31, 1996, 1997, and 1998, incorporated herein by reference.

RYDER SCOTT COMPANY, L.P.

September 21, 1999

End of Filing

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