

DEVON ENERGY CORP/DE
Form 8-K
February 16, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 16, 2011

DEVON ENERGY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

(State or Other Jurisdiction of
Incorporation or Organization)

001-32318

(Commission File Number)

73-1567067

(IRS Employer
Identification Number)

**20 NORTH BROADWAY, OKLAHOMA CITY,
OK**

(Address of Principal Executive Offices)

73102

(Zip Code)

Registrant's telephone number, including area code: **(405) 235-3611**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition

Devon Energy Corporation hereby furnishes the information set forth in its news release dated February 16, 2011 announcing 2010 full-year and fourth quarter financial results, a copy of which is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Devon Energy Corporation news release dated February 16, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

DEVON ENERGY CORPORATION

By: */s/ Danny J. Heatly*
 Danny J. Heatly
 Senior Vice President Accounting and
 Chief Accounting Officer

Date: February 16, 2011

2,417 A \$ 0 38,555 D Class A Common Stock 11/30/2012 M 6,682 A \$ 0 45,237 D Class A Common
 Stock 11/30/2012 F 4,249 D \$ 149.71 40,988 D Class A Common Stock 12/04/2012 M 4,522 A \$ 0 45,510 D
 Class A Common Stock 12/04/2012 M 3,752 A \$ 0 49,262 D Class A Common Stock 12/04/2012 M 2,708 A \$ 0
 51,970 D Class A Common Stock 12/04/2012 S 10,982 D \$ 148.13 ⁽¹⁾ 40,988 D Class A Common
 Stock 12/04/2012 S 1,803 D \$ 147.99 ⁽²⁾ 39,185 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
			Code	V	(A)	(D)				
Performance Share Award	\$ 0 ⁽³⁾	11/30/2012	M			2,417	<u>(4)</u>	<u>(4)</u>	Common Stock	2,417
Performance Share Award	\$ 0 ⁽³⁾	11/30/2012	M			6,682	<u>(5)</u>	<u>(5)</u>	Common Stock	6,682
Employee Stock Option (Right to Buy)	\$ 79.59	12/04/2012	M			4,522	<u>(6)</u>	11/05/2019	Common Stock	4,522
Employee Stock Option (Right to Buy)	\$ 79.8	12/04/2012	M			3,752	<u>(6)</u>	11/05/2020	Common Stock	3,752
Employee Stock Option (Right to Buy)	\$ 92.64	12/04/2012	M			2,708	<u>(6)</u>	11/05/2021	Common Stock	2,708

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JENKYN OLIVER C/O VISA INC. P.O. BOX 8999 SAN FRANCISCO, CA 94128-8999			GROUP EXECUTIVE - N. AMERICA	

Signatures

/s/ Jenny Kim,
Attorney-In-Fact

12/04/2012

 **Signature of Reporting Person

 Date

Explanation of Responses:

* 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).

(1) The price reported in column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from \$147.96 - \$148.35, inclusive. The reporting person undertakes to provide to Visa Inc., any security holder of Visa Inc., or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this Form 4.

(2) The price reported in column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from \$147.93 - \$148.07, inclusive. The reporting person undertakes to provide to Visa Inc., any security holder of Visa Inc., or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this Form 4.

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- (3) Each restricted stock unit represents a contingent right to receive one share of Visa Inc. common stock or a cash equivalent of its value.
- (4) Represents performance share awards granted and earned pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The earned performance share award vested in two equal installments on November 30, 2011 and 2012, respectively.
- (5) Represents performance share awards granted and earned pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The earned performance share award vests in two equal installments on November 30, 2012 and 2013, respectively.
- (6) Options vest in three equal installments on each of the first three anniversaries of the date of the grant, subject to earlier vesting in full in limited circumstances as specified in the award agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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