

NICHOLS J LARRY  
Form 4  
December 01, 2011

**FORM 4**

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NICHOLS J LARRY

2. Issuer Name and Ticker or Trading Symbol  
DEVON ENERGY CORP/DE [DVN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
20 NORTH BROADWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/29/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EXECUTIVE CHAIRMAN

OKLAHOMA  
CITY, OK 73102-8260

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/29/2011		M		116,216	A	\$ 26.425 1,861,494 D
Common Stock	11/29/2011		F		49,604	D	\$ 61.91 1,811,890 D
Common Stock	11/29/2011		F		27,943	D	\$ 61.91 1,783,947 D
Common Stock	11/29/2011		M		3,784	A	\$ 26.425 1,787,731 D
Common Stock	11/29/2011		M		181,310	A	\$ 17.425 1,969,041 D

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Common Stock	11/29/2011	F	51,030	D	\$ 61.91	1,918,011	D	
Common Stock	11/29/2011	F	54,652	D	\$ 61.91	1,863,359	D	
Common Stock	11/29/2011	M	28,690	A	\$ 17.425	1,892,049	D	
Common Stock						157,248	I	by Spouse
Common Stock						85,930	I	by Trust

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

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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 17.425	11/29/2011		M	28,690	12/04/2001	12/04/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 26.425	11/29/2011		M	3,784	12/04/2003	12/03/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.425	11/29/2011		M	181,310	12/04/2001	12/04/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.425	11/29/2011		M	116,216	12/04/2003	12/03/2011	Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director    10% Owner    Officer    Other

NICHOLS J LARRY  
20 NORTH BROADWAY  
OKLAHOMA CITY, OK 73102-8260

X

EXECUTIVE CHAIRMAN

## Signatures

By: Carla D. Brockman For: J. Larry  
Nichols

12/01/2011

\_\_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).

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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