

DEVON ENERGY CORP/DE

Form 4

December 16, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEATLY DANNY J

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)
12/15/2004

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Vice President - Accounting

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

OKLAHOMA
CITY, OK 73102-8260

(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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	12/15/2004		M		16,400	A	\$ 14.5625	36,971 D
Common Stock	12/15/2004		S		16,400	D	\$ 39.733	20,571 D
Common Stock	12/15/2004		M		12,400	A	\$ 16.25	32,971 D
Common Stock	12/15/2004		S		12,400	D	\$ 39.733	20,571 D
Common Stock	12/15/2004		M		2,380	A	\$ 15.4688	22,951 D

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Common Stock	12/15/2004	S	2,380	D	\$ 39.733	20,571	D	
Common Stock	12/15/2004	M	8,620	A	\$ 15.4688	29,191	D	
Common Stock	12/15/2004	S	8,620	D	\$ 39.733	20,571	D	
Common Stock	12/15/2004	M	32,000	A	\$ 17.425	52,571	D	
Common Stock	12/15/2004	S	32,000	D	\$ 39.733	20,571	D	
Common Stock						658	I	by Managed Account

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 15.4688	12/15/2004		M	2,380	08/29/2000	12/09/2009	Common Stock	2,380
Non-Qualified Stock Option (right to buy)	\$ 14.5625	12/15/2004		M	16,400	08/17/1999	12/10/2008	Common Stock	16,400
Non-Qualified Stock Option (right to buy)	\$ 15.4688	12/15/2004		M	8,620	08/29/2000	12/09/2009	Common Stock	8,620
Non-Qualified Stock Option (right to buy)	\$ 16.25	12/15/2004		M	12,400	12/16/1996	12/15/2006	Common Stock	12,400

Non-Qualified Stock Option (right to buy)	\$ 17.425	12/15/2004	M	32,000	12/04/2001	12/04/2011	Common Stock	32
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEATLY DANNY J 20 NORTH BROADWAY OKLAHOMA CITY, OK 73102-8260			Vice President - Accounting	

Signatures

By: Janice A. Dobbs For: Danny J.
Heatly 12/16/2004

__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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