

DEVON ENERGY CORP/DE
Form 4
December 16, 2004

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 *
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

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

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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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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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