

HACKETT JAMES T  
Form 4  
April 30, 2003

**Form 4**

**UNITED STATES SECURITIES AND  
EXCHANGE COMMISSION  
Washington, DC 20549**

OMB APPROVAL  
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[ ] Check box if no longer subject  
to Section 16. Form 4 or Form  
5 obligations may continue.  
See instructions 1(b).

**STATEMENT OF CHANGES IN  
BENEFICIAL OWNERSHIP**

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

|  |         |          |  |  |  |   |  |  |
|--|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>Hackett, James T.</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>Devon Energy Corporation (DVN)</b> |  |  | 6. Relationship of Reporting Person(s) to Issuer  |  |  |
| (Last)   | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)        | 4. Statement for Month/Day/Year<br><b>04/25/2003</b> |  | (Check all applicable)<br><br><input checked="" type="checkbox"/> Director _____ 10%<br>Owner<br><input type="checkbox"/> Officer (give title below) _____ Other<br>(specify below) |  |  |
| 1001 Fannin, Suite 1600  |         |          |  | 5. If Amendment, Date of Original (Month/Day/Year)   |  |   |  |  |
| (Street)   |         |          | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned     |  |  |   |  |  |
| Houston, TX 77002  |         |          |  |  |  |   |  |  |
| (City)   | (State) | (Zip)    |  |  |  |   |  |  |

| 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 Transactions (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common                          | 04/25/2003                           |  | A                              |   | 253,627   | A          | (1)   | 253,627   | D  |   |
| Common                          | 04/25/2003                           |  | A                              |   | 41,201  | A          | (2)   | 41,201  | I  | (2)   |
| Common                          | 04/25/2003                           |  | A                              |   | 453   | A          | (3)   | 453   | I  | (3)   |

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

\* If the form is filed by more than one reporting person, see Instructions 4(b)(v).

Potential persons who are to 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.

(Over)  
SEC 1474 (9-02)

FORM 4 (continued)

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

| 2. Conversion | 3. Transaction | 3A. Deemed | 4. Transaction | 5. Number of | 6. Date Exercisable | 7. Title and Amount of | 8. Price of | 9. Number of | 10. Ownership | 11. Nat |
|---------------|----------------|------------|----------------|--------------|---------------------|------------------------|-------------|--------------|---------------|---------|
|---------------|----------------|------------|----------------|--------------|---------------------|------------------------|-------------|--------------|---------------|---------|

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| ive<br>y<br>)          | or<br>Exercise<br>Price of<br>Derivative<br>Security | Date<br>(Month/<br>Day/Year) | Execution<br>Date, if<br>any<br>(Month/<br>Day/Year) | Code<br>(Instr. 8) |   | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr.3,4<br>and 5) |     | and Expiration Date<br>(Month/Day/Year) |                    | Underlying<br>Securities<br>(Instr. 3 and 4) |  | Derivative<br>Security<br>(Instr. 5) | Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | Indir<br>Ben<br>Own<br>(Instr |
|------------------------|--|------------------------------|--|--------------------|---|--|-----|---|--------------------|--|--|--------------------------------------|--|--|-------------------------------|
|                        |  |                              |  | Code               | V | (A)  | (D) | Date<br>Exercisable                     | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |                                      |  |  |                               |
| Option<br>to<br>(98)NQ | \$28.23  | 04/25/2003                   |  | A                  |   | 82,800   |     | 04/25/2003                              | 09/16/2008         | Common                                       | 82,800                                 | (4)                                  | 82,800   | D  |                               |
| Option<br>to<br>(95)NQ | \$28.23  | 04/25/2003                   |  | A                  |   | 65,317   |     | 04/25/2003                              | 09/16/2008         | Common                                       | 65,317                                 | (5)                                  | 65,317   | D  |                               |
| Option<br>to<br>(95)NQ | \$28.23  | 04/25/2003                   |  | A                  |   | 10,626   |     | 04/25/2003                              | 09/16/2008         | Common                                       | 10,626                                 | (6)                                  | 10,626   | D  |                               |
| Option<br>to<br>(93)NQ | \$16.45  | 04/25/2003                   |  | A                  |   | 43,869   |     | 04/25/2003                              | 03/20/2009         | Common                                       | 43,869                                 | (7)                                  | 43,869   | D  |                               |
| Option<br>to<br>(9)NQ  | \$23.55  | 04/25/2003                   |  | A                  |   | 41,400   |     | 04/25/2003                              | 05/25/2009         | Common                                       | 41,400                                 | (8)                                  | 41,400   | D  |                               |
| Option<br>to<br>(9)NQ  | \$25.51  | 04/25/2003                   |  | A                  |   | 31,050   |     | 04/25/2003                              | 09/16/2009         | Common                                       | 31,050                                 | (9)                                  | 31,050   | D  |                               |
| Option<br>to<br>(9)NQ  | \$17.66  | 04/25/2003                   |  | A                  |   | 41,400   |     | 04/25/2003                              | 01/03/2010         | Common                                       | 41,400                                 | (10)                                 | 41,400   | D  |                               |
| Option<br>to<br>(9)NQ  | \$41.36  | 04/25/2003                   |  | A                  |   | 20,700   |     | 04/25/2003                              | 09/17/2010         | Common                                       | 20,700                                 | (11)                                 | 20,700   | D  |                               |
| Option<br>to<br>(9)NQ  | \$40.15  | 04/25/2003                   |  | A                  |   | 43,470   |     | 04/24/2003                              | 01/02/2011         | Common                                       | 43,470                                 | (12)                                 | 43,470   | D  |                               |
| Option<br>to<br>(9)NQ  | \$47.94  | 04/25/2003                   |  | A                  |   | 10,350   |     | 03/24/2003                              | 07/16/2011         | Common                                       | 10,350                                 | (13)                                 | 10,350   | D  |                               |
| Option<br>to<br>(9)ISO | \$45.07  | 04/25/2003                   |  | A                  |   | 6,655  |     | 04/25/2003                              | 01/02/2012         | Common                                       | 6,655                                  | (14)                                 | 6,655  | D  |                               |
| Option<br>to<br>(9)NQ  | \$45.07  | 04/25/2003                   |  | A                  |   | 96,844   |     | 04/25/2003                              | 01/02/2012         | Common                                       | 96,844                                 | (15)                                 | 96,844   | D  |                               |

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|                    |         |            |  |   |        |            |            |        |        |      |        |   |
|--------------------|---------|------------|--|---|--------|------------|------------|--------|--------|------|--------|---|
| Option to<br>(1)NQ | \$49.03 | 04/25/2003 |  | D | 83,421 | 04/25/2003 | 01/02/2013 | Common | 83,421 | (16) | 83,421 | D |
|--------------------|---------|------------|--|---|--------|------------|------------|--------|--------|------|--------|---|

Explanation of Responses:

- (1) Received in exchange for 612,628 shares (including 1,302 shares acquired during 2002 as a participant in the OEI Employee Stock Purchase Plan) of Ocean Energy, Inc. ("OEI") Common Stock in connection with the merger of OEI into Devon Energy Corporation ("DEVN") (the "Merger"). On the effective date of the Merger, the closing price of DEVN Common Stock was \$48.65 per share, and the exchange rate was 0.414 shares of DEVN Common Stock for each share of OEI Common Stock.
- (2) Represents share interest received in exchange for a 99,520 share interest held in the OEI Supplemental Benefit Plan as of April 25, 2003 in connection with the Merger. On the effective date of the Merger, the closing price of DEVN Common Stock was \$48.65 per share, and the exchange rate was 0.414 shares of DEVN Common Stock for each share of OEI Common Stock.
- (3) Represents share interest received in exchange for a 1,095 share interest held in the Ocean Retirement Savings Plan as of April 25, 2003 in connection with the Merger. On the effective date of the Merger, the closing price of DEVN Common Stock was \$48.65 per share, and the exchange rate was 0.414 shares of DEVN Common Stock for each share of OEI Common Stock.
- (4) Received in the Merger in exchange for a Non-Qualified Stock Option to acquire 200,000 shares of OEI Common Stock for \$11.6875 per share.
- (5) Received in the Merger in exchange for a Non-Qualified Stock Option to acquire 157,772 shares of OEI Common Stock for \$11.6875 per share.
- (6) Received in the Merger in exchange for a Non-Qualified Stock Option to acquire 25,668 shares of OEI Common Stock for \$11.6875 per share.
- (7) Received in the Merger in exchange for a Non-Qualified Stock Option to acquire 105,966 shares of OEI Common Stock for \$6.8125 per share.
- (8) Received in the Merger in exchange for a Non-Qualified Stock Option to acquire 100,000 shares of OEI Common Stock for \$9.75 per share.
- (9) Received in the Merger in exchange for a Non-Qualified Stock Option to acquire 75,000 shares of OEI Common Stock for \$10.5625 per share.
- (10) Received in the Merger in exchange for a Non-Qualified Stock Option to acquire 100,000 shares of OEI Common Stock for \$7.3125 per share.
- (11) Received in the Merger in exchange for a Non-Qualified Stock Option to acquire 50,000 shares of OEI Common Stock for \$17.1250 per share.
- (12) Received in the Merger in exchange for a Non-Qualified Stock Option to acquire 105,000 shares of OEI Common Stock for \$16.6250 per share.
- (13) Received in the Merger in exchange for a Non-Qualified Stock Option to acquire 25,000 shares of OEI Common Stock for \$19.85 per share.
- (14) Received in the Merger in exchange for a Non-Qualified Stock Option to acquire 16,077 shares of OEI Common Stock for \$18.66 per share.
- (15) Received in the Merger in exchange for a Non-Qualified Stock Option to acquire 233,923 shares of OEI Common Stock for \$18.66 per share.
- (16) Received in the Merger in exchange for a Non-Qualified Stock Option to acquire 201,500 shares of OEI Common Stock for \$20.30 per share.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Janice A. Dobbs

04/29/2003

\*\*Signature of Reporting Person  
Attorney-in-Fact for James T. Hackett

Date

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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