

DEVON ENERGY CORP/DE

Form 4

July 21, 2014

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 *
RUDOLPH FRANK W

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)
333 W SHERIDAN AVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/17/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP HUMAN RESOURCES

OKLAHOMA CITY, OK 73102

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	07/17/2014		M	13,670 A	\$ 65.32 39,904	D	
Common Stock	07/17/2014		S	13,670 D	\$ 78 26,234	D	
Common Stock	07/17/2014		M	15,690 A	\$ 65.1 41,924	D	
Common Stock	07/17/2014		S	15,690 D	\$ 78 26,234	D	
Common Stock	07/17/2014		M	19,133 A	\$ 63.8 45,367	D	

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Common Stock 07/17/2014 S 19,133 D \$ 78 26,234 D

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)	8. Amount or Number of Shares of Underlying Security
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 63.8	07/17/2014		M	19,133	12/08/2009	12/07/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 65.1	07/17/2014		M	15,690	12/01/2011	11/30/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 65.32	07/17/2014		M	13,670	12/08/2008	12/07/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RUDOLPH FRANK W 333 W SHERIDAN AVE OKLAHOMA CITY, OK 73102	EVP HUMAN RESOURCES

Signatures

By: Carla D. Brockman For: Franklin William Rudolph

07/17/2014

__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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