

Agosta Jeffrey A.
Form 4
November 20, 2012

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 *
Agosta Jeffrey A.

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)
11/19/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP & CHIEF FINANCIAL OFFICER

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

OKLAHOMA CITY, OK 73102

(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	11/19/2012		M		27,400	A	\$ 38.45 91,528
Common Stock	11/19/2012		F		19,695	D	\$ 53.49 71,833
Common Stock	11/19/2012		F		2,498	D	\$ 53.49 69,335
Common Stock	11/19/2012		M		2,600	A	\$ 38.45 71,935
Common Stock	11/19/2012		F		1,868	D	\$ 53.49 70,067

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Common Stock	11/19/2012	M	4,338	A	\$ 23.045	74,405	D
Common Stock	11/19/2012	F	1,868	D	\$ 53.49	72,537	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am or Nun of S
Incentive Stock Option (right to buy)	\$ 23.045	11/19/2012		M	4,338	12/02/2002 12/02/2012	Common Stock 4,
Incentive Stock Option (right to buy)	\$ 38.45	11/19/2012		M	2,600	12/09/2004 12/08/2012	Common Stock 2,
Non-Qualified Stock Option (right to buy)	\$ 38.45	11/19/2012		M	27,400	12/09/2004 12/08/2012	Common Stock 27

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Agosta Jeffrey A. 333 W SHERIDAN AVE OKLAHOMA CITY, OK 73102	EVP & CHIEF FINANCIAL OFFICER

Signatures

By: Carla D. Brockman For: Jeffrey A
Agosta

11/20/2012

__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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