

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* Hackett, James T.			2. Issuer Name and Ticker or Trading Symbol Devon Energy Corporation (DVN)			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 04/25/2003		(Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (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).

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(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 y)	or Exercise Price of Derivative Security	Date (Month/ Day/Year)	Execution Date, if any (Month/ Day/Year)	Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr.3,4 and 5)		and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Indir Ben Own (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to (98)NQ	\$28.23	04/25/2003		A		82,800		04/25/2003	09/16/2008	Common	82,800	(4)	82,800	D	
Option to (95)NQ	\$28.23	04/25/2003		A		65,317		04/25/2003	09/16/2008	Common	65,317	(5)	65,317	D	
Option to (95)NQ	\$28.23	04/25/2003		A		10,626		04/25/2003	09/16/2008	Common	10,626	(6)	10,626	D	
Option to (93)NQ	\$16.45	04/25/2003		A		43,869		04/25/2003	03/20/2009	Common	43,869	(7)	43,869	D	
Option to (9)NQ	\$23.55	04/25/2003		A		41,400		04/25/2003	05/25/2009	Common	41,400	(8)	41,400	D	
Option to (9)NQ	\$25.51	04/25/2003		A		31,050		04/25/2003	09/16/2009	Common	31,050	(9)	31,050	D	
Option to (9)NQ	\$17.66	04/25/2003		A		41,400		04/25/2003	01/03/2010	Common	41,400	(10)	41,400	D	
Option to (9)NQ	\$41.36	04/25/2003		A		20,700		04/25/2003	09/17/2010	Common	20,700	(11)	20,700	D	
Option to (9)NQ	\$40.15	04/25/2003		A		43,470		04/24/2003	01/02/2011	Common	43,470	(12)	43,470	D	
Option to (9)NQ	\$47.94	04/25/2003		A		10,350		03/24/2003	07/16/2011	Common	10,350	(13)	10,350	D	
Option to (9)ISO	\$45.07	04/25/2003		A		6,655		04/25/2003	01/02/2012	Common	6,655	(14)	6,655	D	
Option to (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 (1)NQ	\$49.03	04/25/2003		D	83,421	04/25/2003	01/02/2013	Common	83,421	(16)	83,421	D
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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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