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DEVON ENERGY CORP/DE

Form 8-K

September 27, 2001

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): SEPTEMBER 27, 2001

DEVON ENERGY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

000-30176
(Commission File Number)

73-1567067
(I.R.S. Employer
Identification Number)

20 NORTH BROADWAY, SUITE 1500
OKLAHOMA CITY, OKLAHOMA
(Address of Principal Executive Offices)

73102
(Zip Code)

Registrant's telephone number, including area code: (405) 235-3611

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ITEM 5. OTHER EVENTS

On September 27, 2001, Devon Energy Corporation and Mitchell Energy & Development Corp. announced that they expect to amend their merger agreement. The amendment would eliminate the risk that Devon's stock price would prevent the issuance of certain tax opinions that are a condition to the transaction.

The press release is filed as Exhibit 99 to this Current Report on Form 8-K, and the contents of such Exhibit is incorporated by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

99 Press Release dated September 27, 2001

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SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

DEVON ENERGY CORPORATION

By: /s/ Marian J. Moon

Marian J. Moon
Senior Vice President

Date: September 27, 2001

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EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
99	Press Release dated September 27, 2001