

Agosta Jeffrey A.
 Form 4
 November 20, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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

(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
 Officer (give title below) _____ Other (specify below)
 EVP & CHIEF FINANCIAL OFFICER

OKLAHOMA CITY, OK 73102

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/19/2012		M		27,400 A \$ 38.45	91,528	D
Common Stock	11/19/2012		F		19,695 D \$ 53.49	71,833	D
Common Stock	11/19/2012		F		2,498 D \$ 53.49	69,335	D
Common Stock	11/19/2012		M		2,600 A \$ 38.45	71,935	D
Common Stock	11/19/2012		F		1,868 D \$ 53.49	70,067	D

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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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SEC 1474
(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 Num 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

Relationships

Reporting Owner Name / Address

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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