DEVON ENERGY CORP/DE Form 5 February 11, 2003 SEC Form 5

FORM 5		UNITED STATES SECURITIES AND EXCHANGE COMMISSION							3 APPROVAL	
 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported 		Washington, D.C. 20549 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP							per: 3235-0362 Inuary 31, 2005 average burden esponse 1.0	
[] Form 4 Transactions Reported		1940								
1. Name and Address of Reporting Perso Ferguson, Thomas F.			2. Issuer Name and Ticker or Tradin	4. Statement for Month/Year		6. Relationship of Reporting Person(s) Issuer (Check all applicable)				
(Last) (First) (Middle) 20 North Broadway			Devon Energy Cor dvn	poration	_		Officer (∑ Director _ 10% Owner _ Officer (give title below) _ Other		
(Street) Oklahoma City, OK 73102		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		ting	5. If Amendment,		(specify be Descriptio	ecify below) scription <u>Director</u>		
(City)	(State)	(Zip)					Filing (0	ial or Joint/G Check Applic iled by One		
					_ Fo Repo			m filed by More than One ing Person		
			erivative Securities		-		-			
,	2.Transactio Date (Month/Day/	Execution Year) any	emed 3. on Date, if Transacti Code Day/Year) (Instr. 3	ion (A) o (D) 8) (In	Amount / Price	Securi Benefi Owneo of	ties cially d at end s Fiscal (I	ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

	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. Conver- sion or Exercise Price of Deri- vative Security	Transaction Date (Month/ Day/ Year)	F	Transaction	of Derivative Securities	Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	Beneficially Owned at End of Year Reported Transaction(s)	Secur

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			(Instr. 3, 4 and 5)				Indirec (Instr.4
			A or	DE / ED	Title / Amount or Number of Shares		
Non-Qualified Stock Option \$49.910 (right to buy)	0000 05/16/02	А	D 3000 A	05/16/02 / 05/16/12	Common Stock / 3000	\$ 3000	D

Date:

02/07/2003

Explanation of Responses:

By:

/s/ Janice A. Dobbs

Thomas F. Ferguson

** Signature of Reporting Person

SEC 2270 (09-02)

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 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.

Potential persons who are to respond to the collection of information contained in this form are not

required to respond unless the form displays a currently valid OMB Number.