Hadden Stephen J Form 4 December 10, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

response... 0.5

10% Owner

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hadden Stephen J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

DEVON ENERGY CORP/DE [DVN]

(Check all applicable)

3. Date of Earliest Transaction (Last) (First) (Middle)

> (Month/Day/Year) 12/08/2008

X_ Officer (give title Other (specify below) **EVP EXPLORATION & PRODUCTION**

20 NORTH BROADWAY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

(Street) Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Securities

Following

Reported

Transaction(s)

(Instr. 3 and 4)

Owned

OKLAHOMA CITY, OK 73102-8260

Common

Stock

(City) (State) (Zip)

12/08/2008

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

or (D) Price Amount

(A)

Code V

22,300 \$0 A A 77,282 (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisals Expiration Date (Month/Day/Year		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Incentive Stock Option (right to buy)	\$ 65.32	12/08/2008		A	1,530	12/08/2008(2)	12/07/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 65.32	12/08/2008		A	61,470	12/08/2008(2)	12/07/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Hadden Stephen J			EVP			
20 NORTH BROADWAY			EXPLORATION &			
OKLAHOMA CITY, OK 73102-8260			PRODUCTION			

Signatures

By: Janice A. Dobbs For: Stephen J. 12/10/2008 Hadden

**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).
- (1) Restricted Stock to vest 25% on the 8th day of December in each of the years 2009, 2010, 2011 and 2012.
- (2) Stock Options to vest 20% on the 8th day of December in each of the years 2008, 2009, 2010, 2011 and 2012, expiring on December 7, 2016.

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.

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