

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>KINDICK KELT</b>  (Last) (First) (Middle) <b>333 W. SHERIDAN AVE</b>  (Street) <b>OKLAHOMA CITY, OK 73102</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>DEVON ENERGY CORP/DE [ DVN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
	3. Date of Earliest Transaction (MM/DD/YYYY) <b>1/7/2021</b>	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY) <b>1/11/2021</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	1/7/2021		A		74881	A	(1)	74881	I	By 2019 Kelt Kindick Irrevocable Trust
Common Stock (2)	1/7/2021		A		12031	A	(2)	12031	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- Pursuant to the terms of the Agreement and Plan of Merger, dated as of September 26, 2020, by and among Devon Energy Corporation ("Devon"), East Merger Sub, Inc. and WPX Energy, Inc. ("WPX") (the "Merger Agreement"), on January 7, 2021 (the "Closing Date"), WPX became a wholly owned subsidiary of Devon. Pursuant to the Merger Agreement, on the Closing Date, each share of WPX Common Stock held by the reporting person was converted automatically into 0.5165 shares of Devon Common Stock.
- Pursuant to the Merger Agreement, on the Closing Date, each restricted stock award under a WPX benefit plan ("WPX RSA") was converted into 0.5165 shares of Devon Common Stock. The same terms and conditions applicable to WPX RSAs before the conversion will continue to apply. The WPX RSAs granted to the reporting person on May 21, 2020 were converted into 12,031 shares of Devon Common Stock, which will vest on May 21, 2021.

**Remarks:**

The Form 4 filed by the reporting person on January 11, 2021 reported the conversion of certain shares of WPX Common Stock previously held by the reporting person into 7,747 shares of Devon Common Stock. Those shares of WPX Common Stock were gifted by the reporting person to the 2019 Kelt Kindick Irrevocable Trust on May 22, 2020. Accordingly, as of the Closing Date, such 7,747 shares of Devon Common Stock were acquired by the 2019 Kelt Kindick Irrevocable Trust, rather than by the reporting person directly. This Form 4 is being amended to reflect such changes.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>KINDICK KELT</b> <b>333 W. SHERIDAN AVE</b> <b>OKLAHOMA CITY, OK 73102</b>	<b>X</b>			

**Signatures**

/s/ Edward T. Highberger, Attorney-in-Fact for Kelt Kindick

3/12/2021

—Signature of Reporting Person

Date

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.

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