

FORM 4

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

OMB APPROVAL
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subject to Section 16. Form 4 or
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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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
CAMERON DENNIS C		DEVON ENERGY CORP/DE [DVN]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP and General Counsel	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
333 W. SHERIDAN AVE.		1/7/2021			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
OKLAHOMA CITY, OK 73102				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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		103036	A	(1)	103036	D	
Common Stock (2)	1/7/2021		A		19009	A	(2)	122045	D	
Common Stock (3)	1/7/2021		A		33251	A	(3)	155296	D	
Common Stock (4)	1/7/2021		A		18001	A	(4)	173297	D	
Common Stock (5)	1/7/2021		A		36683	A	(5)	209980	D	
Common Stock (6)	1/7/2021		A		49898	A	(6)	259878	D	
Common Stock (7)	1/7/2021		A		41563	A	(7)	301441	D	
Common Stock (8)	1/7/2021		A		22500	A	(8)	323941	D	
Common Stock (1)	1/7/2021		A		929	A	(1)	929	I	By Wife

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$35.16	1/7/2021		A		4592		(9)	2/28/2022	Common Stock	4592	(9)	4592	D	
Stock Options	\$27.90	1/7/2021		A		4034		(10)	3/4/2023	Common Stock	4034	(10)	4034	D	
Stock Options	\$33.82	1/7/2021		A		9580		(11)	3/3/2024	Common Stock	9580	(11)	9580	D	

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 March 1, 2019 were converted into 19,009 shares of Devon Common Stock, which will vest in the following increments: 9,504 on March 2, 2021 and 9,505 on March 2, 2022.
- The WPX RSAs granted to the reporting person on March 2, 2020 were converted into 33,251 shares of Devon Common Stock, which will vest in the following increments: 11,083 on March 2, 2021, 11,084 on March 2, 2022, and 11,084 on March 2, 2023.
- The WPX RSAs granted to the reporting person on March 9, 2020 were converted into 18,001 shares of Devon Common Stock, which will vest in the following increments: 6,000 on March 9, 2021, 6,000 on March 9, 2022, and 6,001 on March 9, 2023.

- (5) Pursuant to the Merger Agreement, on the Closing Date, each performance-based WPX restricted stock unit ("WPX RSU") was converted into 0.5165 Devon restricted stock unit ("Devon RSU"), with each Devon RSU representing a contingent right to receive a share of Devon Common Stock. The same terms and conditions applicable to WPX RSUs before the conversion will continue to apply, except for any performance-based vesting conditions. The WPX RSUs granted to the reporting person on March 2, 2018 were converted into 36,683 Devon RSUs, which will vest on March 2, 2021.
- (6) The WPX RSUs granted to the reporting person on March 1, 2019 were converted into 49,898 Devon RSUs, which will vest on March 2, 2022.
- (7) The WPX RSUs granted to the reporting person on March 2, 2020 were converted into 41,563 Devon RSUs, which will vest on March 2, 2023.
- (8) The WPX RSUs granted to the reporting person on March 9, 2020 were converted into 22,500 Devon RSUs, which will vest on March 9, 2023.
- (9) On the Closing Date, each stock option issued under a WPX benefit plan ("Stock Option") was converted into an option to purchase a number of shares of Devon Common Stock in accordance with the Merger Agreement, and the Stock Options granted to the reporting person on February 28, 2012 were converted into an option to purchase 4,592 shares of Devon Common Stock at an exercise price of \$35.16. The Stock Options vested in one-third increments on February 28 of 2013, 2014 and 2015.
- (10) The Stock Options granted to the reporting person on March 4, 2013 were converted into an option to purchase 4,034 shares of Devon Common Stock at an exercise price of \$27.90. The Stock Options vested in one-third increments on March 4 of 2014, 2015 and 2016.
- (11) The Stock Options granted to the reporting person on March 3, 2014 were converted into an option to purchase 9,580 shares of Devon Common Stock at an exercise price of \$33.82. The Stock Options vested in one-third increments on March 3 of 2015, 2016 and 2017.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMERON DENNIS C 333 W. SHERIDAN AVE. OKLAHOMA CITY, OK 73102			EVP and General Counsel	

Signatures

/s/ Edward T. Highberger, Attorney-in-Fact for Dennis C. Cameron

1/11/2021

**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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