

FORM 4

**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 * Gaspar Clay M (Last) (First) (Middle) 333 W. SHERIDAN AVE. (Street) OKLAHOMA CITY, OK 73102 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol DEVON ENERGY CORP/DE [DVN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <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 COO
	3. Date of Earliest Transaction (MM/DD/YYYY) 1/7/2021	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) 1/11/2021	

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		336902	A	(1)	336902	D	
Common Stock (2)	1/7/2021		A		35845	A	(2)	372747	D	
Common Stock (3)	1/7/2021		A		67389	A	(3)	440136	D	
Common Stock (4)	1/7/2021		A		45601	A	(4)	485737	D	
Common Stock (5)	1/7/2021		A		132059	A	(5)	617796	D	
Common Stock (6)	1/7/2021		A		141141	A	(6)	758937	D	
Common Stock (7)	1/7/2021		A		126354	A	(7)	885291	D	
Common Stock (8)	1/7/2021		A		57001	A	(8)	942292	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) 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.
- (2) 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 35,845 shares of Devon Common Stock, which will vest in the following increments: 17,922 on March 2, 2021, and 17,923 on March 2, 2022.
- (3) The WPX RSAs granted to the reporting person on March 2, 2020 were converted into 67,389 shares of Devon Common Stock, which will vest in the following increments: 22,463 on March 2, 2021, 22,463 on March 2, 2022, and 22,463 on March 2, 2023.
- (4) The WPX RSAs granted to the reporting person on March 9, 2020 were converted into 45,601 shares of Devon Common Stock, which will vest in the following increments: 15,200 on March 9, 2021, 15,200 on March 9, 2022, and 15,201 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 132,059 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 141,141 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 126,354 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 57,001 Devon RSUs, which will vest on March 9, 2023.

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 336,903 shares of Devon Common Stock. The actual number of shares of Devon Common Stock acquired by the reporting person with respect to such shares of WPX Common Stock was 336,902. This Form 4 is being amended to reflect such change in share amount.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gaspar Clay M 333 W. SHERIDAN AVE. OKLAHOMA CITY, OK 73102			EVP and COO	

Signatures

/s/ Edward T. Highberger, Attorney-in-Fact for Clay M. Gaspar

3/3/2021

--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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