

DEVON ENERGY CORP/DE  
Form 10-K/A  
August 18, 2010

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Form 10-K/A**  
**Amendment No. 1**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2009**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number 001-32318**  
**DEVON ENERGY CORPORATION**  
*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State of other jurisdiction of incorporation or organization)*

**73-1567067**

*(I.R.S. Employer identification No.)*

**20 North Broadway, Oklahoma City, Oklahoma**

*(Address of principal executive offices)*

**73102-8260**

*(Zip code)*

**Registrant's telephone number, including area code: (405) 235-3611**

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of each class**

**Name of each exchange on which registered**

Common stock, par value \$0.10 per share

The New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)  
Yes  No

The aggregate market value of the voting common stock held by non-affiliates of the registrant as of June 30, 2009, was approximately \$24.0 billion, based upon the closing price of \$54.50 per share as reported by the New York Stock Exchange on such date.

**DOCUMENTS INCORPORATED BY REFERENCE**

Proxy statement for the 2010 annual meeting of stockholders Part III

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**EXPLANATORY NOTE**

We filed our Annual Report on Form 10-K for the year ended December 31, 2009 on February 25, 2010 (the Original Report ). We are filing this Amendment No. 1 on Form 10-K/A (this Amendment ) solely to revise Exhibits 99.1, 99.2 and 99.3 to the Original Report as follows:

In the Original Report, each of these exhibits contained a statement limiting its use to Devon Energy Corporation. The exhibits in this Amendment do not include any such limitation.

These exhibits omitted relevant benchmark prices and weighted average prices in the Original Report. The exhibits in this Amendment include the requisite pricing information.

In the Original Report, Exhibit 99.1 omitted a statement that the third party engineer's estimates and our estimates are within 10% of each other. The exhibit in this Amendment includes such a statement.

Exhibit 99.1 included a reference to generally accepted petroleum engineering and evaluation principles in the Original Report. This exhibit has been modified to refer to generally accepted petroleum engineering and evaluation methods and procedures in this Amendment.

No other changes to the Original Report are included in this Amendment other than to provide currently dated consents of each engineering firm and certifications of our principal executive officer and principal financial officer.

This Amendment is being filed in response to comments we received from the staff of the Division of Corporation Finance of the Securities and Exchange Commission (the SEC ) in connection with the staff's review of the Original Report. We have made no attempt in this Amendment to modify or update the disclosures presented in the Original Report other than as noted above. Also, this Amendment does not reflect events occurring after the filing of the Original Report. Accordingly, this Amendment should be read in conjunction with the Original Report and our other filings with the SEC subsequent to the filing of the Original Report.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a) *The following exhibits are filed as part of this report:*

<b>Exhibit No.</b>	<b>Description</b>
23.2	Consent of LaRoche Petroleum Consultants.
23.3	Consent of Ryder Scott Company, L.P.
23.4	Consent of AJM Petroleum Consultants.
31.1	Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
99.1	Report of LaRoche Petroleum Consultants.
99.2	Report of Ryder Scott Company, L.P.
99.3	Report of AJM Petroleum Consultants.

The interactive data files of our financial statements and accompanying notes were provided as exhibits to our Annual Report on Form 10-K that was filed on February 25, 2010. Because no amendments have been made to such financial information, the interactive data files are not provided in this Form 10-K/A.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DEVON ENERGY CORPORATION

By: /s/ JOHN RICHEL  
John Richels,  
*President and Chief Executive Officer*

August 18, 2010

**INDEX TO EXHIBITS**

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