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DEVON ENERGY CORP/DE  
Form 8-K  
April 02, 2003

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): APRIL 2, 2003 (APRIL 1, 2003)

DEVON ENERGY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

000-30176  
(Commission File Number)

73-1567067  
(I.R.S. Employer  
Identification Number)

20 NORTH BROADWAY  
OKLAHOMA CITY, OKLAHOMA  
(Address of Principal Executive Offices)

73102  
(Zip Code)

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

NONE

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS

On April 1, 2003, Devon Energy Corporation, Devon NewCo Corporation and Ocean Energy, Inc. ("Ocean") entered into a letter agreement (the "Letter Agreement") amending the Agreement and Plan of Merger, dated as of February 23, 2003, by and among the parties, as amended as of March 19, 2003 (the "Merger Agreement").

The Letter Agreement amends the Merger Agreement to provide that the

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Ocean preferred stock that will remain outstanding after the merger will continue to have voting rights on the matters at Ocean voted on by Ocean common stockholders and that such rights will be, immediately following the merger, in approximately the same proportion to the voting rights of the Ocean common stock as was the case immediately prior to the merger.

The foregoing summary of the amendment to the Merger Agreement effected by the Letter Agreement is qualified in its entirety by reference to the full text of the exhibits.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits.

See the Exhibit Index, which is incorporated by reference into this item.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

DEVON ENERGY CORPORATION

By: /s/ Janice A. Dobbs

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Janice A. Dobbs  
Corporate Secretary

Date: April 2, 2003

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
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- 99.1 Letter Agreement, dated April 1, 2003, among Devon Energy Corporation, Devon NewCo Corporation and Ocean Energy, Inc., amending the Agreement and Plan of Merger, dated as of February 23, 2003, by and among the parties, as amended.
- 99.2 Proxy Statement/Prospectus Supplement, dated April 1, 2003.