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DEVON ENERGY CORP/DE  
Form 8-K  
February 24, 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): FEBRUARY 24, 2003  
(FEBRUARY 23, 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 February 23, 2003, Devon Energy Corporation ("Devon") entered into an Agreement and Plan of Merger ("Merger Agreement") with Ocean Energy, Inc. ("Ocean") and Devon NewCo Corporation, a wholly owned subsidiary of Devon ("Merger Sub"), providing for the merger of Merger Sub with and into Ocean.

The February 24, 2003 news release, announcing the signing of this

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Merger Agreement, and the Merger Agreement are hereby filed as Exhibits 99.1, and 99.2, respectively, to this Current Report on Form 8-K, and the contents of such Exhibits are incorporated by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

News release dated February 24, 2003  
Agreement and Plan of Merger dated February 23, 2003

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: February 24, 2003

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
99.1	News release dated February 24, 2003
99.2	Agreement and Plan of Merger dated February 23, 2003