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DEVON ENERGY CORP/DE  
Form 8-K  
October 11, 2001

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: OCTOBER 11, 2001  
Date of earliest event reported: OCTOBER 4, 2001

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, SUITE 1500  
OKLAHOMA CITY, OKLAHOMA  
(Address of Principal Executive Offices)

73102  
(Zip Code)

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

ITEM 5. OTHER EVENTS

On October 4, 2001, the Rights Agreement dated as of August 17, 1999, by and between Devon Energy Corporation and Fleet National Bank (f/k/a/ BankBoston, N.A.) as Rights Agent was amended pursuant to Section 27 of the Rights Agreement.

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On October 5, 2001, Devon Energy Corporation ("Devon"), Devon NewCo Corporation, a wholly owned subsidiary of Devon ("NewCo"), and Mitchell Energy & Development Corp. ("Mitchell") fully executed an amended and restated Merger Agreement originally entered into on August 13, 2001.

On October 5, 2001, Devon and George P. Mitchell and Cynthia Woods Mitchell executed an amended and restated Principal Shareholders Agreement Containing a Voting Agreement and an Irrevocable Proxy (the "Shareholders Agreement") and an Investor Rights Agreement (the "Investor Agreement") as an inducement and a condition to Devon's and NewCo's execution of the Merger Agreement originally entered into on August 13, 2001.

On October 5, 2001, Devon and Mitchell announced in a news release that the board of directors of each company had approved an amendment to their merger agreement.

The amended rights agreement, the amended and restated merger agreement, the amended and restated shareholders agreement, the amended and restated investor rights agreement and the October 5, 2001 news release, are filed as Exhibits 99.1, 99.2, 99.3, 99.4 and 99.5, 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

- 99.1 Amended Rights Agreement
- 99.2 Amended and Restated Merger Agreement
- 99.3 Amended and Restated Principal Shareholders Agreement
- 99.4 Amended and Restated Investor Rights Agreement
- 99.5 News release dated October 5, 2001

### 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/ Marian J. Moon

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Marian J. Moon  
Senior Vice President

Date: October 11, 2001

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
99.1	Amended Rights Agreement
99.2	Amended and Restated Merger Agreement
99.3	Amended and Restated Principal Shareholders Agreement
99.4	Amended and Restated Investor Rights Agreement
99.5	News release dated October 5, 2001