

SECURITIES AND EXCHANGE COMMISSION

[File No. 1-32318]

Issuer Delisting; Notice of Application of Devon Energy Corporation To Withdraw Its Common Stock, \$.10 Par Value, From Listing and Registration on the American Stock Exchange LLC

October 18, 2004.

On October 8, 2004, Devon Energy Corporation, a Delaware corporation ("Issuer") filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$.10 par value, ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex" or "Exchange").

The Board of Directors ("Board") of the Issuer unanimously approved a resolution on September 27, 2004 to withdraw the Issuer's Security from listing on the Amex and to list on the New York Stock Exchange, Inc. ("NYSE"). The Board states that following reasons factored into its decision to withdraw the Issuer's Security from the Exchange: (i) To avoid the direct and indirect costs of, and the division of the market resulting from, dual listing on the Amex and the NYSE; and (ii) it was in the best interest of the Issuer to withdraw its Security from the Amex and list on the NYSE. The Issuer states that the Security ceased trading on the Amex at the close of business on October 11, 2004 and commence trading on the NYSE on October 12, 2004.

The Issuer stated in its application that it has complied with all the applicable laws in effect in Delaware, in which it is incorporated, and with the Amex's rules governing an issuer's voluntary withdrawal of a security from listing and registration.

The Issuer's application relates solely to the Security's withdrawal from listing on the Amex and from registration under Section 12(b) of the Act,³ and shall not affect its obligation to be registered under Section 12(g) of the Act.⁴

Any interested person may, on or before November 12, 2004, comment on the facts bearing upon whether the application has been made in accordance with the rules of the Amex, and what terms, if any, should be imposed by the Commission for the

protection of investors. All comment letters may be submitted by either of the following methods:

Electronic Comments:

- Send an e-mail to rule-comments@sec.gov. Please include the File Number 1-32318 or;

Paper comments

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-0609.

All submissions should refer to File Number 1-32318. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room, 450 Fifth Street, NW., Washington, DC 20549. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁵

Jonathan G. Katz,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-50545; File No. SR-NASD-2004-114]

Self-Regulatory Organizations; National Association of Securities Dealers, Inc.; Order Approving Proposed Rule Change, as Amended, Relating to Fees for Depth of Book Data in Exchange-Listed Securities in the Nasdaq Market Center

October 14, 2004.

On July 26, 2004, the National Association of Securities Dealers, Inc. ("NASD"), through its subsidiary, The Nasdaq Stock Market, Inc. ("Nasdaq"),

filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² a proposed rule change to establish a monthly per-controlled device fee for depth of book information for exchange-listed securities in the Nasdaq Market Center. On August 24, 2004, Nasdaq filed Amendment No. 1 to the proposed rule change.³ The proposed rule change, as amended, was published for comment in the **Federal Register** on September 9, 2004.⁴ The Commission received no comment letters on the proposal, as amended. On October 6, 2004,⁵ Nasdaq submitted Amendment No. 2 to the proposed rule change. This order approves the proposed rule change, as amended.

The Commission finds that the proposed rule change, as amended, is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities association.⁶ In particular, the Commission believes that the proposal is consistent with Section 15A(b)(5) of the Act,⁷ which requires, among other things, that the rules of an association provide for the equitable allocation of reasonable dues, fees, and other charges among members and issuers and other persons using any facility or system which an association operates or controls.

Specifically, the Commission believes that Nasdaq's dissemination of multiple levels of firm quotes/orders in exchange-listed securities should increase the market information available to market participants. The Commission believes the proposed fee is reasonable in that Nasdaq represents that the \$6 monthly fee is based on anticipated message traffic through its new data feed, OpenView, in relation to the message traffic amounts and prices

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ Letter from Mary M. Dunbar, Vice President and Deputy General Counsel, Nasdaq, to Katherine A. England, Assistant Director, Division of Market Regulation ("Division"), Commission, dated August 23, 2004 ("Amendment No. 1"). Amendment No. 1 replaced the original proposed rule change in its entirety.

⁴ See Securities Exchange Act Release No. 50304 (September 1, 2004), 69 FR 54714.

⁵ See letter from Edward S. Knight, Executive Vice President, Nasdaq, to Katherine A. England, Assistant Director, Division, Commission, dated October 6, 2004 ("Amendment No. 2"). Amendment No. 2 made a minor technical change to the proposed rule text, as such, it is not subject to notice and comment.

⁶ In approving this proposed rule change, the Commission has considered its impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

⁷ 15 U.S.C. 78o-3(b)(5).

¹ 15 U.S.C. 78j(d).

² 17 CFR 240.12d2-2(d).

³ 15 U.S.C. 78j(b).

⁴ 15 U.S.C. 78j(g).

⁵ 17 CFR 200.30-3(a)(1).