MITCHELL ENERGY & DEVELOPMENT CORP
Form 425
November 07, 2001

***Filed by Devon Energy Corporation***
***Pursuant to Rule 425 under the Securities Act of 1933***
***And deemed filed pursuant to Rule 14a-12***
***Of the Securities Exchange Act of 1934***
***Subject Company: Mitchell Energy & Development Corp.***
***Commission File No. 333-68694***

**NOTICE TO INVESTORS CONCERNING DEVON S PLANS TO ACQUIRE MITCHELL ENERGY**

Investors and security holders are advised to read the definitive joint proxy statement/prospectus that will be included in the Registration Statement on Form S-4 filed with the Securities and Exchange Commission in connection with the proposed transaction because it will contain important information. A preliminary joint proxy statement/prospectus has been filed with the SEC by Devon and Mitchell. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents filed by Devon and Mitchell with the SEC at the SEC s web site at www.sec.gov. The definitive joint proxy statement/prospectus and such other documents (relating to Devon) may also be obtained for free from Devon when they become available by directing such request to: Devon Energy Corporation, 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260, Attention: Investor Relations, telephone: (405) 552-4570, e-mail: judy.roberts@dvn.com. The definitive joint proxy statement/prospectus and such other documents (relating to Mitchell) may also be obtained for free from Mitchell when they become available by directing such request to: Mitchell Energy & Development Corp., 2001 Timberloch Place, The Woodlands, Texas 77380, Attention: Investor Relations, telephone: (713) 377-6625, e mail: mndpr@mitchellenergy.com.

Devon, its directors, executive officers and certain members of management and employees may be considered participants in the solicitation of proxies from Devon s shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Devon s Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the definitive proxy statement/prospectus when it becomes available.

Mitchell, its directors, executive officers and certain members of management and employees may be considered participants in the solicitation of proxies from Mitchell s shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Mitchell s Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the definitive proxy statement/prospectus when it becomes available.

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The following slides were added to or changed from, Devon Energy Corporation s slide presentation of October 22, 2001.

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