

NEWFIELD EXPLORATION CO /DE/

Form 4

February 24, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
TRICE DAVID A

2. Issuer Name and Ticker or Trading
Symbol
NEWFIELD EXPLORATION CO
/DE/ [NFX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
363 N. SAM HOUSTON PKWY. E.,
#2020

3. Date of Earliest Transaction
(Month/Day/Year)

02/22/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☒ Other (specify
below)
President /Chief Executive Off / Chairman of
the Board

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

HOUSTON, TX 77060

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
common stock	02/16/2005		G	V	400	D	\$ 0	172,405	D
common stock	02/22/2005		M		35,000	A	\$ 21.69	207,405	D
common stock	02/22/2005		S		3,900	D	\$ 73.24	203,505	D
common stock	02/22/2005		S		2,000	D	\$ 73.23	201,505	D
common stock	02/22/2005		S		100	D	\$ 73.21	201,405	D

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common stock	02/22/2005	S	600	D	\$ 73.2	200,805	D	
common stock	02/22/2005	S	300	D	\$ 73.14	200,505	D	
common stock	02/22/2005	S	1,700	D	\$ 73.13	198,805	D	
common stock	02/22/2005	S	3,000	D	\$ 73.06	195,805	D	
common stock	02/22/2005	S	6,800	D	\$ 73.05	189,005	D	
common stock	02/22/2005	S	3,500	D	\$ 73.04	185,505	D	
common stock	02/22/2005	S	5,600	D	\$ 73.03	179,905	D	
common stock	02/22/2005	S	7,500	D	\$ 73	172,405	D	
common stock						3,360	I	by IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock opt.-right to buy	\$ 21.69	02/22/2005		M		35,000		<u>(1)</u>	05/30/2007	common stock	35,000
Employee stock opt.-right to	\$ 15.94							<u>(2)</u>	09/01/2008	common stock	50,000

buy

Employee stock opt.- right to buy	\$ 25.38	(3)	05/16/2009	common stock	25,000
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Employee stock opt.- right to buy	\$ 29.81	(4)	02/10/2010	common stock	30,000
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Employee stock opt.- right to buy	\$ 38.03	(5)	02/09/2002	common stock	20,000
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Employee stock opt.- right to buy	\$ 33.73	(6)	02/07/2003	common stock	20,000
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Employee stock opt.- right to buy	\$ 35.68	(7)	11/26/2012	common stock	20,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRICE DAVID A 363 N. SAM HOUSTON PKWY. E., #2020 HOUSTON, TX 77060	X		President /Chief Executive Off	Chairman of the Board

Signatures

_____ David	02/24/2005
A. Trice	
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Part of a grant to the reporting person of 100,000 shares from the Issuer's 1995 Stock Plan. The options vested in five equal annual installments beginning 5/30/1998.
- (2) Part of a grant to the reporting person of 50,000 shares from the Issuer's 1998 Stock Plan. The options vested in three annual installments beginning 09/01/2001.
- (3) Part of a grant to the reporting person of 25,000 shares from the Issuer's 1998 Stock Plan. The options vest(ed) in five equal annual installments beginning 5/16/2000.

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- (4) Part of a grant to the reporting person of 30,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 02/10/2001.
- (5) Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 02/09/2002
- (6) Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 02/07/2003.
- (7) Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 11/26/2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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