

NEWFIELD EXPLORATION CO /DE/

Form 8-K

February 11, 2005

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**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 8, 2005

NEWFIELD EXPLORATION COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-12534
(Commission File Number)

72-1133047
(I.R.S. Employer
Identification No.)

363 N. Sam Houston Parkway E., Suite 2020
Houston, Texas
(Address of principal executive offices)

77060
(Zip Code)

Registrant's telephone number, including area code: (281) 847-6000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Form of 2005 TSR Restricted Stock Agreement

Press Release issued February 9, 2005

Press Release issued February 9, 2005

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On February 8, 2005, the Compensation Committee of the Board of Directors (the Board) of Newfield Exploration Company (Newfield) granted restricted stock awards to the executive officers named below pursuant to the Newfield Exploration Company 2004 Omnibus Stock Plan. The number of restricted shares granted to each of such executive officers is set forth opposite his or her name below. Each of the awards is governed by a restricted stock agreement, the form of which is attached to this report as Exhibit 10.1 and is incorporated herein by reference.

| Executive Officer | Title | Number of Restricted shares |
|--------------------------|---|------------------------------------|
| David A. Trice | Chairman, President and Chief Executive Officer | 40,000 |
| Elliott Pew | Executive Vice President Exploration | 17,500 |
| David F. Schaible | Executive Vice President Operations and Acquisitions Senior Vice President, Chief Financial Officer and Secretary | 17,500 |
| Terry W. Rathert | Secretary | 17,500 |
| Gary D. Packer | Vice President Rocky Mountains | 10,000 |
| George T. Dunn | Vice President Gulf Coast | 10,000 |
| Lee K. Boothby | Vice President Mid-Continent | 10,000 |
| William D. Schneider | Vice President International | 10,000 |
| Brian L. Rickmers | Controller and Assistant Secretary | 5,000 |
| Susan G. Riggs | Treasurer | 5,000 |

Item 2.02 Results of Operations and Financial Condition

On February 9, 2005, Newfield issued a press release announcing significant exploration discoveries in the North Sea, deepwater Gulf of Mexico and onshore Gulf Coast. A copy of the press release is furnished herewith as Exhibit 99.1.

Also on February 9, 2005, Newfield issued a press release announcing its fourth quarter and full-year 2004 financial and operating results. A copy of the press release is furnished herewith as Exhibit 99.2.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On February 9, 2005, Joe B. Foster and Charles W. Duncan, Jr. elected to retire as directors of Newfield effective as of the close of business on May 4, 2005 and to not stand for reelection to the Board at Newfield's 2005 annual meeting of stockholders. Also on February 9, 2005, as a result of the corporate policies of her new employer, Claire S. Farley tendered her resignation as a director of Newfield effective as of the close of business on May 4, 2005 and elected to not stand for reelection to the Board at Newfield's 2005 annual meeting of stockholders. In connection with the retirements of Messrs. Foster and Duncan and the resignation of Ms. Farley, the number of directors constituting Newfield's Board was decreased from fourteen to eleven effective as of the close of business on May 4, 2005.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

10.1 Form of 2005 TSR Restricted Stock Agreement.

99.1 Press release issued by Newfield on February 9, 2005.

99.2 Press release issued by Newfield on February 9, 2005.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

NEWFIELD EXPLORATION COMPANY

Date: February 11, 2005

By: /s/ TERRY W. RATHERT
Terry W. Rathert
Senior Vice President and Chief Financial
Officer

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Exhibit Index

| Exhibit No. | Description |
|-------------|---|
| 10.1 | Form of 2005 TSR Restricted Stock Agreement. |
| 99.1 | Press release issued by Newfield on February 9, 2005. |
| 99.2 | Press release issued by Newfield on February 9, 2005. |