

NEWFIELD EXPLORATION CO /DE/
Form 4
September 01, 2005

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEW ELLIOTT

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)
08/30/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Exec. Vice Pres. - Exploration

(Street)
HOUSTON, TX 77060

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| common stock | 08/30/2005 | | M | 40,000 A \$ 11.05 | 210,860 ⁽¹⁾ ₍₂₎ | D | |
| common stock | 08/30/2005 | | M | 18,000 A \$ 14.91 | 228,860 | D | |
| common stock | 08/30/2005 | | S | 58,000 D \$ 46.2001 | 170,860 | D | |
| common stock | 08/31/2005 | | M | 22,000 A \$ 14.91 | 192,860 | D | |
| common stock | 08/31/2005 | | M | 7,000 A \$ 19.02 | 199,860 | D | |

common stock 08/31/2005 S 29,000 D \$ 47.0911 170,860 D

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

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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 stk.opt.-right to buy | \$ 11.05 (3) | 08/30/2005 | | M | 40,000 | (3) 01/29/2008 | common stock 40,000 (3) |
| Employee stk.opt.-right to buy | \$ 14.91 (4) | 08/30/2005 | | M | 18,000 | (4) 02/10/2010 | common stock 18,000 (4) |
| Employee stk.opt.-right to buy | \$ 14.91 (4) | 08/31/2005 | | M | 22,000 | (4) 02/10/2010 | common stock 22,000 |
| Employee stk.opt.-right to buy | \$ 19.02 (5) | 08/31/2004 | | M | 7,000 | (5) 02/09/2011 | common stock 7,000 (5) |
| Employee stk.opt.-right to buy | \$ 16.87 (6) | | | | | (6) 02/07/2012 | common stock 20,000 (6) |
| Employee stk.opt.-right to buy | \$ 17.84 (7) | | | | | (7) 11/26/2013 | common stock 20,000 (7) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PEW ELLIOTT
363 N. SAM HOUSTON PKWY. E., #2020
HOUSTON, TX 77060

Exec. Vice
Pres. -
Exploration

Signatures

Elliott Pew

09/01/2005

__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) The total includes 440 shares acquired by the reporting person on June 30, 2005 under the Issuer's Employee Stock Purchase Plan.

(2) On May 25, 2005, the common stock of the Issuer split 2-for-1, resulting in the reporting person's acquisition of 85,210 additional shares of common stock.

(3) Part of a grant to the reporting person of 150,000 shares from the Issuer's 1995 Stock Plan. The options vested in five annual installments beginning 1/29/99. This option was previously reported as covering 75,000 shares at an exercise price of \$22.09 per share, but was adjusted to reflect the stock split on May 25, 2005.

(4) The options vest(ed) in five equal annual installments beginning 2/10/2001. Part of a grant to the reporting person of 40,000 shares from the Issuer's 2000 Stock Plan. The options vested in 5 annual installments beginning 2/10/2001. This option was previously reported as covering 20,000 shares at an exercise price of \$14.91 per share, but was adjusted to reflect the stock split on May 25, 2005.

(5) Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. The options vested in five annual installments beginning 2/9/2002. This option was previously reported as covering 10,000 shares at an exercise price of \$38.03 per share, but was adjusted to reflect the stock split on May 25, 2005.

(6) Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. The options vested in five annual installments beginning 2/07/2003. This option was previously reported as covering 10,000 shares at an exercise price of \$33.73 per share, but was adjusted to reflect the stock split on May 25, 2005.

(7) Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. The options vested in five annual installments beginning 11/26/2003. This option was previously reported as covering 10,000 shares at an exercise price of \$35.68 per share, but was adjusted to reflect the stock split on May 25, 2005.

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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