

NEWFIELD EXPLORATION CO /DE/  
Form 4  
May 14, 2008

**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 \*  
**RATHERT TERRY W**

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, SUITE 2020**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/13/2008**

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below) Sr. Vice President & CFO  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
common stock	05/13/2008		M		10,000	A	\$ 7.97 157,075
common stock	05/13/2008		S		600	D	\$ 64.3 156,475
common stock	05/13/2008		S		300	D	\$ 64.27 156,175
common stock	05/13/2008		S		300	D	\$ 64.2 155,875
common stock	05/13/2008		S		700	D	\$ 64.19 155,175

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common stock	05/13/2008	S	700	D	\$ 64.18	154,475	D
common stock	05/13/2008	S	600	D	\$ 64.17	153,875	D
common stock	05/13/2008	S	900	D	\$ 64.16	152,975	D
common stock	05/13/2008	S	100	D	\$ 64.12	152,875	D
common stock	05/13/2008	S	400	D	\$ 64.11	152,475	D
common stock	05/13/2008	S	300	D	\$ 64.09	152,175	D
common stock	05/13/2008	S	100	D	\$ 64.08	152,075	D
common stock	05/13/2008	S	1,700	D	\$ 64.07	150,375	D
common stock	05/13/2008	S	100	D	\$ 64.05	150,275	D
common stock	05/13/2008	S	2,500	D	\$ 64.04	147,775	D
common stock	05/13/2008	S	100	D	\$ 64.03	147,675	D
common stock	05/13/2008	S	600	D	\$ 64.01	147,075	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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

employee stock option - right to buy	\$ 7.97	05/13/2008	M	10,000	09/01/1999	09/01/2008	common stock	10,000
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RATHERT TERRY W 363 N. SAM HOUSTON PKWY E, SUITE 2020 HOUSTON, TX 77060			Sr. Vice President & CFO	

## Signatures

Terry W. Rathert	05/14/2008
**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).
- 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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