

NEWFIELD EXPLORATION CO /DE/

Form 4

January 05, 2006

**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)  
01/03/2006

☐ 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)

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

HOUSTON, TX 77060

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| common<br>stock                       | 01/03/2005                              |                                                             | G                                    | V                                                                          | 400                                                                                                                | D                                                                    | \$ 0 345,104 <sup>(1)</sup>                                       |
| common<br>stock                       | 01/03/2005                              |                                                             | G                                    | V                                                                          | 400                                                                                                                | D                                                                    | \$ 0 344,704                                                      |
| common<br>stock                       |                                         |                                                             |                                      |                                                                            |                                                                                                                    |                                                                      | 6,720                                                             |
|                                       |                                         |                                                             |                                      |                                                                            |                                                                                                                    | I                                                                    | by IRA                                                            |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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) | 8. Price or Value 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           | \$ 12.69<br>(2)                                        |                                      |                                                    |                                |                                                                                         | (2)                                                      | 05/16/2009      | common stock                                                  | 30,000<br>(2)                                               |
| Employee stock opt.-right to buy           | \$ 14.91<br>(3)                                        |                                      |                                                    |                                |                                                                                         | (3)                                                      | 02/10/2010      | common stock                                                  | 60,000<br>(3)                                               |
| Employee stock opt.-right to buy           | \$ 19.02<br>(4)                                        |                                      |                                                    |                                |                                                                                         | (4)                                                      | 02/09/2002      | common stock                                                  | 40,000<br>(4)                                               |
| Employee stock opt.-right to buy           | \$ 16.87<br>(5)                                        |                                      |                                                    |                                |                                                                                         | (5)                                                      | 02/07/2003      | common stock                                                  | 40,000<br>(5)                                               |
| Employee stock opt.-right to buy           | \$ 17.84<br>(6)                                        |                                      |                                                    |                                |                                                                                         | (6)                                                      | 11/26/2012      | common stock                                                  | 40,000<br>(6)                                               |

## Reporting Owners

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

HOUSTON, TX 77060

## Signatures

\_\_\_\_\_  
A. Trice

\_\_\_\_\_  
David

01/05/2006

\_\_\_\_\_  
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 304 shares acquired by the reporting person on December 31, 2005 under the Issuer's Employee Stock Purchase Plan.

Part of a grant to the reporting person of 50,000 shares from the Issuer's 1998 Stock Plan. The options vest(ed) in five equal annual installments beginning 5/16/2000. This option was previously reported as covering 25,000 shares at an exercise price of \$25.38 per share, but was adjusted to reflect the stock split on May 25, 2005.

(3) Part of a grant to the reporting person of 60,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 02/10/2001. This option was previously reported as covering 30,000 shares at an exercise price of \$29.81 per share, but was adjusted to reflect the stock split on May 25, 2005.

(4) Part of a grant to the reporting person of 40,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 02/09/2002. This option was previously reported as covering 20,000 shares at an exercise price of \$38.03 per share, but was adjusted to reflect the stock split on May 25, 2005.

(5) Part of a grant to the reporting person of 40,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 02/07/2003. This option was previously reported as covering 20,000 shares at an exercise price of \$33.73 per share, but was adjusted to reflect the stock split on May 25, 2005.

(6) Part of a grant to the reporting person of 40,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 11/26/2003. This option was previously reported as covering 20,000 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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