

NEWFIELD EXPLORATION CO /DE/  
Form 4/A  
June 11, 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  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/09/2008

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

HOUSTON, TX 77060

4. If Amendment, Date Original Filed(Month/Day/Year)  
06/10/2008

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 |   | 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  | (A) or (D) |   |  |                                   | Price |
| common stock                    | 06/09/2008                           |  | M                   |   | 20,000  | A          | \$ 14.91  | 167,075  | D                                 |       |
| common stock                    | 06/09/2008                           |  | S                   |   | 600   | D          | \$ 67.41  | 166,475  | D                                 |       |
| common stock                    | 06/09/2008                           |  | S                   |   | 100   | D          | \$ 67.4   | 166,375  | D                                 |       |
| common stock                    | 06/09/2008                           |  | S                   |   | 900   | D          | \$ 67.38  | 165,475  | D                                 |       |
| common stock                    | 06/09/2008                           |  | S                   |   | 1,000   | D          | \$ 67.37  | 164,475  | D                                 |       |

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|              |            |   |                    |   |            |         |   |
|--------------|------------|---|--------------------|---|------------|---------|---|
| common stock | 06/09/2008 | S | 400                | D | \$ 67.36   | 164,075 | D |
| common stock | 06/09/2008 | S | 3,189              | D | \$ 67.35   | 160,886 | D |
| common stock | 06/09/2008 | S | 2,200              | D | \$ 67.34   | 158,686 | D |
| common stock | 06/09/2008 | S | 800                | D | \$ 67.33   | 157,886 | D |
| common stock | 06/09/2008 | S | 100                | D | \$ 67.31   | 157,786 | D |
| common stock | 06/09/2008 | S | 100                | D | \$ 67.29   | 157,686 | D |
| common stock | 06/09/2008 | S | 900 <sup>(1)</sup> | D | \$ 67.28   | 156,786 | D |
| common stock | 06/09/2008 | S | 1,500              | D | \$ 67.27   | 155,286 | D |
| common stock | 06/09/2008 | S | 700                | D | \$ 67.26   | 154,586 | D |
| common stock | 06/09/2008 | S | 1,500              | D | \$ 67.25   | 153,086 | D |
| common stock | 06/09/2008 | S | 200                | D | \$ 67.24   | 152,886 | D |
| common stock | 06/09/2008 | S | 300                | D | \$ 67.23   | 152,586 | D |
| common stock | 06/09/2008 | S | 100                | D | \$ 67.22   | 152,486 | D |
| common stock | 06/09/2008 | S | 500                | D | \$ 67.21   | 151,986 | D |
| common stock | 06/09/2008 | S | 200                | D | \$ 67.2075 | 151,786 | D |
| common stock | 06/09/2008 | S | 200                | D | \$ 67.205  | 151,586 | D |
| common stock | 06/09/2008 | S | 800                | D | \$ 67.2    | 150,786 | D |
| common stock | 06/09/2008 | S | 1,000              | D | \$ 67.18   | 149,786 | D |
| common stock | 06/09/2008 | S | 100                | D | \$ 67.17   | 149,686 | D |
| common stock | 06/09/2008 | S | 1,100              | D | \$ 67.15   | 148,586 | D |
|              | 06/09/2008 | S | 1,511              | D | \$ 67.14   | 147,075 | D |

common  
stock

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

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(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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| employee stock option - right to buy       | \$ 14.91   | 06/09/2008                           |  | M                              | 20,000  | 02/10/2001 02/10/2010                                    | common stock  | 20,000                     |                            |

## Reporting Owners

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

## Signatures

Terry W. Rathert 06/11/2008

\*\*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).
- (1) On June 10, 2008, the reporting person filed a Form 4 containing one error. Table I, Row 12, Column 4, Price of Security (for 900 shares sold 6/9/08) was inadvertently listed as "\$27.28" when in fact the Price of Security (for 900 shares sold 6/9/08) should have been \$67.28.

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This Form 4 Amendment replaces such previous filing and amends Table I, Row 12, Column 4, Price of Security (for 900 shares sold 6/9/08) to read "\$67.28." No additional changes were made. The Amount of Securities Beneficially Owned Following Reported Transactions on June 10, 2008 remains 147,075.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.