

NEWFIELD EXPLORATION CO /DE/
Form 4
February 24, 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 *
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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President /Chief Executive Off / Chairman of the Board

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		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)			
common stock	02/16/2005		G	V	400	D	\$ 0	172,405	D
common stock	02/22/2005		M		35,000	A	\$ 21.69	207,405	D
common stock	02/22/2005		S		3,900	D	\$ 73.24	203,505	D
common stock	02/22/2005		S		2,000	D	\$ 73.23	201,505	D
common stock	02/22/2005		S		100	D	\$ 73.21	201,405	D

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common stock	02/22/2005	S	600	D	\$ 73.2	200,805	D	
common stock	02/22/2005	S	300	D	\$ 73.14	200,505	D	
common stock	02/22/2005	S	1,700	D	\$ 73.13	198,805	D	
common stock	02/22/2005	S	3,000	D	\$ 73.06	195,805	D	
common stock	02/22/2005	S	6,800	D	\$ 73.05	189,005	D	
common stock	02/22/2005	S	3,500	D	\$ 73.04	185,505	D	
common stock	02/22/2005	S	5,600	D	\$ 73.03	179,905	D	
common stock	02/22/2005	S	7,500	D	\$ 73	172,405	D	
common stock						3,360	I	by IRA

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 opt.-right to buy	\$ 21.69	02/22/2005		M	35,000	<u>(1)</u>	05/30/2007	common stock	35,000
Employee stock opt.-right to	\$ 15.94					<u>(2)</u>	09/01/2008	common stock	50,000

buy						
Employee stock opt.-right to buy	\$ 25.38	(3)	05/16/2009	common stock	25,000	
Employee stock opt.-right to buy	\$ 29.81	(4)	02/10/2010	common stock	30,000	
Employee stock opt.-right to buy	\$ 38.03	(5)	02/09/2002	common stock	20,000	
Employee stock opt.-right to buy	\$ 33.73	(6)	02/07/2003	common stock	20,000	
Employee stock opt.-right to buy	\$ 35.68	(7)	11/26/2012	common stock	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRICE DAVID A 363 N. SAM HOUSTON PKWY. E., #2020 HOUSTON, TX 77060	X		President /Chief Executive Off	Chairman of the Board

Signatures

A. Trice

David

02/24/2005

**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) Part of a grant to the reporting person of 100,000 shares from the Issuer's 1995 Stock Plan. The options vested in five equal annual installments beginning 5/30/1998.
- (2) Part of a grant to the reporting person of 50,000 shares from the Issuer's 1998 Stock Plan. The options vested in three annual installments beginning 09/01/2001.
- (3) Part of a grant to the reporting person of 25,000 shares from the Issuer's 1998 Stock Plan. The options vest(ed) in five equal annual installments beginning 5/16/2000.

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- (4) Part of a grant to the reporting person of 30,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 02/10/2001.
- (5) Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 02/09/2002
- (6) Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 02/07/2003.
- (7) Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 11/26/2003.

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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