

NEWFIELD EXPLORATION CO /DE/  
Form 4  
December 16, 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 \*  
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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. Vice Pres./Chief Fin.Off

(Last) (First) (Middle)  
363 N. SAM HOUSTON PKWY. E., #2020  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/15/2005

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 or 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	(A) or (D)				Price
common stock	09/21/2005		G	V	459	D	\$ 0	105,400 <sup>(1)</sup>	D	
common stock	09/21/2005		G	V	459	A	\$ 0	53,157	I	by Trust
common stock	09/26/2005		G	V	1,000	D	\$ 0	52,157	I	by Trust
common stock	12/15/2005		M		20,000	A	\$ 7.97	125,400	D	
common stock	12/15/2005		S		20,000	D	\$ 51.594	105,400	D	

common stock      12/16/2005      G V 3,972 D \$ 0 48,185 I      by Trust

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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Employee stock opt.-right to buy	\$ 7.97 <sup>(2)</sup>	12/15/2005		M	20,000	<sup>(2)</sup> 09/01/2008	common stock 20,000 <sup>(2)</sup>
Employee stock opt.-right to buy	\$ 14.91 <sup>(3)</sup>					<sup>(3)</sup> 02/10/2010	common stock 40,000 <sup>(3)</sup>
Employee stock opt.-right to buy	\$ 19.02 <sup>(4)</sup>					<sup>(4)</sup> 02/09/2011	common stock 20,000 <sup>(4)</sup>
Employee stock opt.-right to buy	\$ 16.87 <sup>(5)</sup>					<sup>(5)</sup> 02/07/2012	common stock 30,000 <sup>(5)</sup>
Employee stock opt.-right to buy	\$ 17.84 <sup>(6)</sup>					<sup>(6)</sup> 11/26/2012	common stock 20,000 <sup>(6)</sup>

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

RATHERT TERRY W  
 363 N. SAM HOUSTON PKWY. E., #2020  
 HOUSTON, TX 77060

Sr. Vice  
 Pres./Chief  
 Fin.Off

## Signatures

\_\_\_\_\_  
 Rathert      Terry W.      12/16/2005

\_\_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 459 shares acquired by the reporting person on 6/30/2005 under the Issuer's Employee Stock Purchase Plan.  
 Part of grant to reporting person of 100,000 shares under the Issuer's 1998 Stock Option Plan. The options vested in five equal annual installments beginning 9/01/1999. This option was previously reported as covering 50,000 shares at an exercise price of \$15.94 per share, but was adjusted to reflect the stock split on May 25, 2005.
- (2) Grant to reporting person of 40,000 shares under the Issuer's 2000 Stock Option Plan. The options vest(ed) in five equal annual installments beginning 2/10/2001. This option was previously reported as covering 20,000 shares at an exercise price of \$29.81 per share, but was adjusted to reflect the stock split on May 25, 2005.
- (3) Grant to reporting person of 20,000 shares under the Issuer's 2000 Stock Option Plan. The options vest(ed) in five equal 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.
- (4) Grant to reporting person of 30,000 shares under the Issuer's 2000 Stock Option Plan. The options vest(ed) in five equal annual installments beginning 2/7/2003. This option was previously reported as covering 15,000 shares at an exercise price of \$33.73 per share, but was adjusted to reflect the stock split on May 25, 2005.
- (5) Grant to reporting person of 20,000 shares under the Issuer's 2000 Stock Option Plan. The options vest(ed) in five equal 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.
- (6)

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.