NEWFIELD EXPLORATION CO /DE/
Form 4
February 21, 2007

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

**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

| | |
|---|---|
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TRICE DAVID A

(Last) (First) (Middle)

363 N. SAM HOUSTON PKWY. E., #2020

(Street)

HOUSTON, TX 77060

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NEWFIELD EXPLORATION CO /DE/ [NFX]

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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 | | | | | | | | 484,965 | D | |
| common stock | 02/21/2007 | | P | | 100 | A | $ 41.09 | 6,820 | I | by IRA |
| common stock | 02/21/2007 | | P | | 100 | A | $ 41.1 | 6,920 | I | by IRA |
| common stock | 02/21/2007 | | P | | 800 | A | $ 41.09 | 7,720 | I | by IRA |
| common stock | 02/21/2007 | | P | | 300 | A | $ 41.1 | 8,020 | I | by IRA |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| common stock | 02/21/2007 | P | 3,350 | A | $ 41.13 | 11,370 | I | by IRA |
| common stock | 02/21/2007 | P | 150 | A | $ 41.12 | 11,520 | I | by IRA |
| common stock | 02/21/2007 | P | 200 | A | $ 41.13 | 11,720 | 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 displays a currently valid OMB control number.**

SEC 1474 (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) | | 8. Pric Deriv Secur (Instr. |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee stock opt.-right to buy | $ 12.69 (1) | | | | | | | (1) | 05/16/2009 | common stock | 20,000 (1) | |
| Employee stock opt.-right to buy | $ 14.91 (2) | | | | | | | (2) | 02/10/2010 | common stock | 60,000 (2) | |
| Employee stock opt.-right to buy | $ 19.02 (3) | | | | | | | (3) | 02/09/2011 | common stock | 40,000 (3) | |
| Employee stock opt.-right to buy | $ 16.87 (4) | | | | | | | (4) | 02/07/2012 | common stock | 40,000 (4) | |
| Employee stock opt.- | $ 17.84 (5) | | | | | | | (5) | 11/26/2012 | common stock | 40,000 (5) | |

right to
buy

# Reporting Owners

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

# Signatures

| | |
|---|---|
| _____ David A. Trice | 02/21/2007 |
| **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 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.

**(2)** 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.

**(3)** 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.

**(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 02/07/2003. 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.

**(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 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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