

NEWFIELD EXPLORATION CO /DE/
Form 4
February 09, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
02/07/2007

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 (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)
				(A) or (D)	Price		
			Code	V	Amount		
common stock	02/07/2007		F		1,094	D	
					\$ 42.73		
common stock					401,631 ⁽¹⁾	D	
					6,720	I	by IRA

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

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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. Price or Amount of Underlying Securities (Instr. 3 and 4)
Employee stock opt.-right to buy	\$ 12.69 (2)					(2) 05/16/2009	common stock	20,000 (2)
Employee stock opt.-right to buy	\$ 14.91 (3)					(3) 02/10/2010	common stock	60,000 (3)
Employee stock opt.-right to buy	\$ 19.02 (4)					(4) 02/09/2011	common stock	40,000 (4)
Employee stock opt.-right to buy	\$ 16.87 (5)					(5) 02/07/2012	common stock	40,000 (5)
Employee stock opt.-right to buy	\$ 17.84 (6)					(6) 11/26/2012	common stock	40,000 (6)

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

_____ C. William Austin as Attorney in Fact
for David A. Trice

02/09/2007

__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) The total includes 254 shares acquired by the reporting person on June 30, 2006 and 273 shares acquired on December 31, 2006 under the Issuer's Employee Stock Purchase Plan.

(2) 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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