#### NEWFIELD EXPLORATION CO /DE/

Form 4/A June 11, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** RATHERT TERRY W			2. Issuer Name <b>and</b> Ticker or Trading Symbol NEWFIELD EXPLORATION CO /DE/ [NFX]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 363 N. SAM SUITE 2020		(Middle) N PKWY E,	3. Date of Earliest Transaction (Month/Day/Year) 06/09/2008	Director 10% Owner Officer (give title Other (specify below)  Sr. Vice President & CFO		
(Street) HOUSTON, TX 77060			4. If Amendment, Date Original Filed(Month/Day/Year) 06/10/2008	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zin)				

(City)	(State)	${\bf (Zip)} \\ {\bf Table~I-Non-Derivative~Securities~Acquired, Disposed~of, or~Beneficially~Owned}$							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (	` ′	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)
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 (1)	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

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common stock

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

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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 or 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 option - right to buy	\$ 14.91	06/09/2008		M	20,000	02/10/2001	02/10/2010	common stock	20,000

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

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

Sr. Vice President & CFO

# **Signatures**

Terry W. 06/11/2008 Rathert

Date \*\*Signature of

Reporting Person

# **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.