

NEWFIELD EXPLORATION CO /DE/

Form 5

February 06, 2007

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**Check this box if  
no longer subject  
to Section 16.Form 4 or Form  
5 obligations  
may continue.See Instruction  
1(b).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
RATHERT TERRY W

(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. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20064. If Amendment, Date Original  
Filed(Month/Day/Year)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

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| common<br>stock                       | 06/30/2006                              | Â                                                           | G                                       | 2,462 D \$ 0                                                               | 59,716                                                                                                       | I                                                                    | by Trust                                                          |
| common<br>stock                       | 08/20/2006                              | Â                                                           | G                                       | 287 D \$ 0                                                                 | 113,401 <sup>(1)</sup>                                                                                       | D                                                                    | Â                                                                 |
| common<br>stock                       | 08/20/2006                              | Â                                                           | G                                       | 287 A \$ 0                                                                 | 60,003                                                                                                       | I                                                                    | by Trust                                                          |
| common<br>stock                       | 11/21/2006                              | Â                                                           | G                                       | 6,232 D \$ 0                                                               | 53,771                                                                                                       | I                                                                    | by Trust                                                          |

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|                 |            |   |   |       |   |      |                        |   |          |
|-----------------|------------|---|---|-------|---|------|------------------------|---|----------|
| common<br>stock | 12/04/2006 | Â | G | 1,836 | D | \$ 0 | 51,935                 | I | by Trust |
| common<br>stock | Â          | Â | Â | Â     | Â | Â    | 113,640 <sup>(2)</sup> | D | Â        |

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 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) | 8.<br>D<br>S<br>(I                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             |                                         | (A) (D)                                                                                                               | Date<br>Exercisable<br>Expiration<br>Date                      | Title                                                                  | Amount<br>or<br>Number<br>of Shares |
| Employee<br>stock opt.-<br>right to<br>buy          | \$ 7.97 <sup>(3)</sup>                                                | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | Â <sup>(3)</sup> 09/01/2008                                    | common<br>stock                                                        | 10,000<br><sup>(3)</sup>            |
| Employee<br>stock opt.-<br>right to<br>buy          | \$ 14.91<br><sup>(4)</sup>                                            | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | Â <sup>(4)</sup> 02/10/2010                                    | common<br>stock                                                        | 40,000<br><sup>(4)</sup>            |
| Employee<br>stock opt.-<br>right to<br>buy          | \$ 19.02<br><sup>(5)</sup>                                            | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | Â <sup>(5)</sup> 02/09/2011                                    | common<br>stock                                                        | 20,000<br><sup>(5)</sup>            |
| Employee<br>stock opt.-<br>right to<br>buy          | \$ 16.87<br><sup>(6)</sup>                                            | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | Â <sup>(6)</sup> 02/07/2012                                    | common<br>stock                                                        | 30,000<br><sup>(6)</sup>            |
| Employee<br>stock opt.-<br>right to<br>buy          | \$ 17.84<br><sup>(7)</sup>                                            | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | Â <sup>(7)</sup> 11/26/2012                                    | common<br>stock                                                        | 20,000<br><sup>(7)</sup>            |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |                                 |       |
|----------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
|                                                                            | Director      | 10% Owner | Officer                         | Other |
| RATHERT TERRY W<br>363 N. SAM HOUSTON PKWY. E., #2020<br>HOUSTON, TX 77060 | Â             | Â         | Â Sr. Vice Pres./Chief Fin. Off | Â     |

## Signatures

\_\_\_\_\_  
Rathert

Terry W.

02/05/2007

\_\_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 287 shares acquired by the reporting person on June 30, 2006 under the Issuer's Employee Stock Purchase Plan.
- (2) The total includes 239 shares acquired by the reporting person on December 31, 2006 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.