

NEWFIELD EXPLORATION CO /DE/

Form 4

January 05, 2005

**FORM 4****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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PEW ELLIOTT**

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**

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

12/29/2004

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
Exec. Vice Pres. - Exploration

(Street)  
**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<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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                   |
| common<br>stock                       | 12/29/2004                              |                                                             | M                                    |                                                                         | 12,700                                                                                                             | A                                                                       | \$ 22.09                                |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 80,840                                  |
| common<br>stock                       | 12/29/2004                              |                                                             | S                                    |                                                                         | 12,700                                                                                                             | D                                                                       | \$ 59.1858                              |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 68,140                                  |

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  
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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee stk.opt.-right to buy             | \$ 22.09                                               | 12/29/2004                           |                                                    | M                              | 12,700                                                                                  | <u>(1)</u> 01/29/2008                                    | common stock 75,000                                           |
| Employee stk.opt.-right to buy             | \$ 18.53                                               |                                      |                                                    |                                |                                                                                         | <u>(2)</u> 02/12/2009                                    | common stock 25,000                                           |
| Employee stk.opt.-right to buy             | \$ 29.81                                               |                                      |                                                    |                                |                                                                                         | <u>(3)</u> 02/10/2010                                    | common stock 20,000                                           |
| Employee stk.opt.-right to buy             | \$ 38.03                                               |                                      |                                                    |                                |                                                                                         | <u>(4)</u> 02/09/2011                                    | common stock 10,000                                           |
| Employee stk.opt.-right to buy             | \$ 33.73                                               |                                      |                                                    |                                |                                                                                         | <u>(5)</u> 02/07/2012                                    | common stock 10,000                                           |
| Employee stk.opt.-right to buy             | \$ 35.68                                               |                                      |                                                    |                                |                                                                                         | <u>(6)</u> 11/26/2013                                    | common stock 10,000                                           |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships                        |
|------------------------------------------------------------------------|--------------------------------------|
|                                                                        | Director 10% Owner Officer Other     |
| PEW ELLIOTT<br>363 N. SAM HOUSTON PKWY. E., #2020<br>HOUSTON, TX 77060 | Exec. Vice<br>Pres. -<br>Exploration |

## Signatures

\_\_\_\_\_  
Pew C. William Austin, Attorney in Fact for Elliott

01/05/2004

\*\*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 options vested in five equal annual installments beginning 1/29/1998.
- (2) The options vested in five equal annual installments beginning 2/12/2000.
- (3) The options vest(ed) in five equal annual installments beginning 2/10/2001.
- (4) The options vest(ed) in five equal annual installments beginning 2/9/2002.
- (5) The options vest(ed) in five equal annual installments beginning 2/7/2003.
- (6) The options vest(ed) in five equal annual installments beginning 11/26/2003.
- (7) 1-for-1

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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