

NEWFIELD EXPLORATION CO /DE/
Form 4
May 14, 2008

FORM 4

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

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).

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 *
RATHERT TERRY W

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2008

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

Sr. Vice President & CFO

363 N. SAM HOUSTON PKWY E, SUITE 2020

(Street)

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

HOUSTON, TX 77060

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
common stock	05/13/2008		M		10,000	A	\$ 7.97 157,075
common stock	05/13/2008		S		600	D	\$ 64.3 156,475
common stock	05/13/2008		S		300	D	\$ 64.27 156,175
common stock	05/13/2008		S		300	D	\$ 64.2 155,875
common stock	05/13/2008		S		700	D	\$ 64.19 155,175

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common stock	05/13/2008	S	700	D	\$ 64.18	154,475	D
common stock	05/13/2008	S	600	D	\$ 64.17	153,875	D
common stock	05/13/2008	S	900	D	\$ 64.16	152,975	D
common stock	05/13/2008	S	100	D	\$ 64.12	152,875	D
common stock	05/13/2008	S	400	D	\$ 64.11	152,475	D
common stock	05/13/2008	S	300	D	\$ 64.09	152,175	D
common stock	05/13/2008	S	100	D	\$ 64.08	152,075	D
common stock	05/13/2008	S	1,700	D	\$ 64.07	150,375	D
common stock	05/13/2008	S	100	D	\$ 64.05	150,275	D
common stock	05/13/2008	S	2,500	D	\$ 64.04	147,775	D
common stock	05/13/2008	S	100	D	\$ 64.03	147,675	D
common stock	05/13/2008	S	600	D	\$ 64.01	147,075	D

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.

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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 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

employee
 stock
 option - \$ 7.97 05/13/2008 M 10,000 09/01/1999 09/01/2008 common stock 10,000
 right to
 buy

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RATHERT TERRY W 363 N. SAM HOUSTON PKWY E, SUITE 2020 HOUSTON, TX 77060			Sr. Vice President & CFO	

Signatures

Terry W.
 Rathert 05/14/2008

**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).
- 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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