

NEWFIELD EXPLORATION CO /DE/

Form 4/A

April 10, 2003

**FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**

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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

Filed By  
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Section 16 Filer  
www.section16.net

| 1. Name and Address of Reporting Person*         |   |   | 2. Issuer Name and Ticker or Trading Symbol   |   |  |            | 6. Relationship of Reporting Person(s)   |  |   |  |
|--|---|---|---|---|--|------------|--|--|---|--|
| <b>Schneider William D.</b>                      |   |   | <b>Newfield Exploration Company / NFX</b>   |   |  |            | to Issuer (Check all applicable)   |  |   |  |
| (Last)   | (First)                                 | (Middle)  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         |   | 4. Statement for Month/Day/Year<br><b>02/12/03</b>                     |            | <input type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below)<br>Other (specify below) |  |   |  |
| <b>363 N. Sam Houston Parkway E., Suite 2020</b> |   |   |   |   |  |            | 5. If Amendment, Date of Original (Month/Day/Year)<br><b>02/18/03<sup>(3)</sup></b>  |  | <b>Vice President - International Exploration</b>           |  |
| (Street)   |   |   |   |   |  |            |  |  | 7. Individual or Joint/Group Filing (Check Applicable Line) |  |
| <b>Houston, TX 77060</b>                         |   |   |   |   | <input checked="" type="checkbox"/> Form filed by One Reporting Person |            | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |   |  |
| (City) (State) (Zip)                             |   |   | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |  |            |  |  |   |  |
| 1. Title of Security (Instr. 3)                  | 2. Trans-action Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Trans-action Code (Instr. 8)   |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)        |            |  | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)   | 7. Nature of Ownership (Instr. 4)        |
|  |   |   | Code  | V | Amount   | (A) or (D) | Price  |  |   |  |
| Common stock                                     | 02/09/03                                |   | F   |   | 284 <sup>(3)</sup>   | D          | \$33.61  |  |   | Indirect Beneficial Ownership (Instr. 4) |
| Common stock                                     | 02/10/03                                |   | F   |   | 284 <sup>(3)</sup>   | D          | \$33.61  |  |   | Indirect Beneficial Ownership (Instr. 4) |
| Common stock                                     | 02/12/03                                |   | F   |   | 369 <sup>(3)</sup>   |            | \$33.20  |  |   | Indirect Beneficial Ownership (Instr. 4) |
| Common stock                                     | 02/12/03                                |   | A   |   | 15,000 <sup>(1)</sup>  | A          |  | 49,742 <sup>(2)</sup>  | D   | Indirect Beneficial Ownership (Instr. 4) |

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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 (A) or Disposed of (D) (Instr. 3, 4 & 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |  |  |

Explanation of Responses:

- (1) Shares vest not earlier than 2/12/06 and not later than 2/12/12, based on achievement of certain performance criteria.
- (2) Includes 290 shares acquired by the reporting person on 12/31/02 pursuant to the Issuer's Employee Stock Purchase Plan
- (3) Amended to show shares withheld to satisfy the tax obligation upon the vesting of restricted shares previously reported at time of grant.

By: /s/ William D. Schneider 04/10/03  
Date

\*\*Signature of Reporting Person

\*\*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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