

NEWFIELD EXPLORATION CO /DE/
Form 4
December 01, 2004

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 *
TRICE DAVID A

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
President /Chief Executive Off / Chairman of the Board

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| common stock | 11/30/2004 | | M | | 10,000 | A | \$ 21.69 143,970 ⁽¹⁾ D |
| common stock | 11/30/2004 | | S | | 200 | D | \$ 63.6 143,770 D |
| common stock | 11/30/2004 | | S | | 1,800 | D | \$ 63.59 141,970 D |
| common stock | 11/30/2004 | | S | | 400 | D | \$ 63.68 141,570 D |
| common stock | 11/30/2004 | | S | | 1,600 | D | \$ 63.67 139,970 D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|--------|
| common stock | 11/30/2004 | S | 200 | D | \$ 63.66 | 139,770 | D | |
| common stock | 11/30/2004 | S | 1,800 | D | \$ 63.6 | 137,970 | D | |
| common stock | 11/30/2004 | S | 1,000 | D | \$ 63.69 | 136,970 | D | |
| common stock | 11/30/2004 | S | 1,000 | D | \$ 63.66 | 135,970 | D | |
| common stock | 11/30/2004 | S | 600 | D | \$ 63.79 | 135,370 | D | |
| common stock | 11/30/2004 | S | 100 | D | \$ 63.75 | 135,270 | D | |
| common stock | 11/30/2004 | S | 200 | D | \$ 63.74 | 135,070 | D | |
| common stock | 11/30/2004 | S | 1,100 | D | \$ 63.68 | 133,970 | D | |
| common stock | | | | | | 3,360 | I | by IRA |

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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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee stock opt.-right to buy | \$ 21.69 | 11/30/2004 | | M | 10,000 | <u>(2)</u> | 05/30/2007 | common stock | 100,000 |
| Employee stock opt.-right to buy | \$ 15.94 | | | | | <u>(4)</u> | 09/01/2008 | common stock | 50,000 |

| | | | | | |
|----------------------------------|----------|-----|------------|--------------|--------|
| Employee stock opt.-right to buy | \$ 25.38 | (5) | 05/16/2009 | common stock | 25,000 |
| Employee stock opt.-right to buy | \$ 29.81 | (6) | 02/10/2010 | common stock | 30,000 |
| Employee stock opt.-right to buy | \$ 38.03 | (7) | 02/09/2002 | common stock | 20,000 |
| Employee stock opt.-right to buy | \$ 33.73 | (8) | 02/07/2003 | common stock | 20,000 |
| Employee stock opt.-right to buy | \$ 35.68 | (9) | 11/26/2012 | common stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| TRICE DAVID A 363 N. SAM HOUSTON PKWY. E., #2020 HOUSTON, TX 77060 | X | | President /Chief Executive Off | Chairman of the Board |

Signatures

A. Trice

David
12/01/2004

**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 total includes 237 shares which were acquired by the Reporting Person on June 30, 2004 under the Issuer's Employee Stock Purchase Program.
 - (2) The options vested in five equal annual installments beginning 5/30/1998.
 - (3) 1 for 1
 - (4) The options vested in three annual installments beginning 09/01/2001.
 - (5) The options vest(ed) in five equal annual installments beginning 5/16/2000.
 - (6) The options vest(ed) in five equal annual installments beginning 02/10/2001.

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- (7) The options vest(ed) in five equal annual installments beginning 02/09/2002
- (8) The options vest(ed) in five equal annual installments beginning 02/07/2003.
- (9) The options vest(ed) in five equal annual installments beginning 11/26/2003.

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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