

Packer Gary D
Form 4
February 22, 2005

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 *
Packer Gary D

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)
02/17/2005

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President-Rocky Mountains

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
common stock	02/17/2005		M	A	\$ 4,000	40,565	D
common stock	02/17/2005		S	D	\$ 71	36,665	D
common stock	02/17/2005		S	D	\$ 71.07	36,565	D
common stock	02/18/2005		S	D	\$ 72.48	34,565	D

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

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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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
employee stock opt.-right to buy	\$ 23.69	02/17/2005		M	4,000	<u>(1)</u> 02/12/2008	common stock	4,000 <u>(1)</u>	
employee stock opt.-right to buy	\$ 29.13					<u>(2)</u> 11/04/2009	common stock	10,000 <u>(2)</u>	
employee stock opt.-right to buy	\$ 38.03					<u>(3)</u> 02/09/2011	common stock	7,500 <u>(3)</u>	
employee stock opt.-right to buy	\$ 33.73					<u>(4)</u> 02/07/2012	common stock	9,000 <u>(4)</u>	
employee stock opt.-right to buy	\$ 32.5					<u>(5)</u> 08/14/2012	common stock	7,500 <u>(5)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Packer Gary D 363 N. SAM HOUSTON PKWY.E., #2020			Vice President-Rocky Mountains	

HOUSTON, TX 77060

Signatures

_____ C. William Austin, Attorney in Fact for Gary
D. Packer

02/21/2005

__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) Part of grant to the reporting person of 10,000 shares under the Issuer's 1995 Stock Option Plan. The options vested in five equal annual installments beginning 2/12/1999.
- (2) Grant to the reporting person of 10,000 shares under the Issuer's 1998 Stock Option Plan. The options vest(ed) in five equal annual installments beginning 11/04/2000.
- (3) Grant to the reporting person of 7,500 shares under the Issuer's 2000 Stock Option Plan. The options vest(ed) in five equal annual installments beginning 2/09/2002.
- (4) Grant to the reporting person of 9,000 shares under the Issuer's 2000 Stock Option Plan. The options vest(ed) in five equal annual installments beginning 2/07/2003.
- (5) Grant to the reporting person of 7,500 shares under the Issuer's 2000 Stock Option Plan. The options vest(ed) in five equal annual installments beginning 8/14/2003.

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