

Dunn George T  
 Form 4  
 February 03, 2006

**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 \*  
 Dunn George T

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)  
 02/01/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President - Gulf Coast

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)
			Code	V Amount (D) Price			
common stock	02/01/2006		F	2,739 D \$ 52.4	99,925 (1)	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.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Price of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
employee stock opt.-right to buy	\$ 14.91 (2)					(2)		02/10/2010		common stock	30,000 (2)
employee stock opt.-right to buy	\$ 19.02 (3)					(3)		02/09/2011		common stock	15,000 (3)
employee stock opt.-right to buy	\$ 16.87 (4)					(4)		02/07/2012		common stock	18,000 (4)
employee stock opt.-right to buy	\$ 16.25 (5)					(5)		08/14/2012		common stock	15,000 (5)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunn George T 363 N. SAM HOUSTON PKWY.E., #2020 HOUSTON, TX 77060			Vice President - Gulf Coast	

**Signatures**

\_\_\_\_\_ George T.  
Dunn  
\*\*Signature of Reporting Person  
Date

02/03/2006

**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).

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- (1) The total includes 261 shares acquired by the reporting person on 12/31/2005 under the Issuer's Employee Stock Purchase Plan.  
Part of a grant to the reporting person of 30,000 shares from the Issuer's 2000 Stock Plan. The options vested in five annual installments
- (2) beginning 2/10/01. This option was previously reported as covering 15,000 shares at an exercise price of \$29.81 per share, but was adjusted to reflect the stock split on May 25, 2005.  
Part of a grant to the reporting person of 15,000 shares from the Issuer's 2000 Stock Plan. The options vested in five annual installments
- (3) beginning 2/9/02. This option was previously reported as covering 7,500 shares at an exercise price of \$38.03 per share, but was adjusted to reflect the stock split on May 25, 2005.  
Part of a grant to the reporting person of 18,000 shares from the Issuer's 2000 Stock Plan. The options vested in five annual installments
- (4) beginning 2/07/2003. This option was previously reported as covering 9,000 shares at an exercise price of \$33.73 per share, but was adjusted to reflect the stock split on May 25, 2005.  
Part of a grant to the reporting person of 15,000 shares from the Issuer's 2000 Stock Plan. The options vested in five annual installments
- (5) beginning 8/14/03. This option was previously reported as covering 7,500 shares at an exercise price of \$32.50 per share, but was adjusted to reflect the stock split on May 25, 2005.

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.