

NEWFIELD EXPLORATION CO /DE/

Form 4

May 14, 2008

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
363 N. SAM HOUSTON PKWY E,
SUITE 2020

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

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Sr.Vice President & CFO

(Street)
HOUSTON, TX 77060

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price		
common stock	05/13/2008		M		10,000	A	\$ 7.97	157,075	D
common stock	05/13/2008		S		600	D	\$ 64.3	156,475	D
common stock	05/13/2008		S		300	D	\$ 64.27	156,175	D
common stock	05/13/2008		S		300	D	\$ 64.2	155,875	D
common stock	05/13/2008		S		700	D	\$ 64.19	155,175	D

Edgar Filing: NEWFIELD EXPLORATION CO /DE/ - Form 4

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.

SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 Date
Reporting Person

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.

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.