

NEWFIELD EXPLORATION CO /DE/
Form 4
February 24, 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 *
RIGGS SUSAN G

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)
02/22/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Treasurer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| common stock | 02/22/2005 | | M | | 5,000 A \$ 30.81 | 17,893 | D |
| common stock | 02/23/2005 | | S | | 5,000 D \$ 72.1482 | 12,893 | D |

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

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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) | 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 | \$ 30.81 | 02/22/2005 | | M | 5,000 | <u>(1)</u> | 08/15/2009 | common stock | 5,000 |
| Employee stock opt.-right to buy | \$ 29.81 | | | | | <u>(2)</u> | 02/10/2010 | common stock | 1,200 |
| Employee stock opt.-right to buy | \$ 29.81 | | | | | <u>(2)</u> | 02/10/2010 | common stock | 2,000 |
| Employee stock opt.-right to buy | \$ 38.03 | | | | | <u>(3)</u> | 02/09/2011 | common stock | 4,000 |
| Employee stock opt.-right to buy | \$ 33.73 | | | | | <u>(4)</u> | 02/07/2012 | common stock | 5,000 |
| Employee stock opt.-right to buy | \$ 32.5 | | | | | <u>(5)</u> | 08/14/2012 | common stock | 2,000 |
| Employee stock opt.-right to buy | \$ 33.2 | | | | | <u>(6)</u> | 02/12/2013 | common stock | 3,000 |
| Employee stock opt.-right to buy | \$ 48.98 | | | | | <u>(7)</u> | 02/12/2014 | common stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| RIGGS SUSAN G 363 N. SAM HOUSTON PKWY. E., #2020 HOUSTON, TX 77060 | | | Treasurer | |

Signatures

_____ Susan G. 02/24/2005
 Riggs Date
**Signature of 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).
- (1) Part of a grant of 5,000 shares to the reporting person under the Issuer's 1995 Stock Plan. The options vest(ed) in five equal annual installments beginning 8/15/2000.
- (2) Part of a grant of 6,000 shares to the reporting person under the Issuer's 1998 Option Plan. The options vest(ed) in five equal annual installments beginning 02/10/2001.
- (3) Part of a grant of 2,000 shares to the reporting person under the Issuer's 2000 Option Plan. The options vest(ed) in five equal annual installments beginning 02/09/2002.
- (4) Part of a grant of 4,000 shares to the reporting person under the Issuer's 2000 Option Plan. The options vest(ed) in five equal annual installments beginning 02/07/2003.
- (5) Part of a grant of 2,000 shares to the reporting person under the Issuer's 2000 Option Plan. The options vest(ed) in five equal annual installments beginning 08/14/2003.
- (6) Part of a grant of 3,000 shares to the reporting person under the Issuer's 2000 Option Plan. The options vest in five equal annual installments beginning 02/12/2004.
- (7) Part of a grant of 5,000 shares to the reporting person under the Issuer's 2000 Option Plan. The options vest in five equal annual installments beginning 02/11/2005.

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.