

NEWFIELD EXPLORATION CO /DE/
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 *
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., #2020

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice Pres./Chief Fin.Off

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				(A) or (D)	Price
common stock	02/17/2005		M			15,000	A	\$ 15.94	70,581	D	
common stock	02/17/2005		S			15,000	D	\$ 70.4014	55,581	D	
common stock									26,968	I	by Trust

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 opt.-right to buy	\$ 15.94	02/17/2005		M	15,000	(1)	09/01/2008	common stock	15,000 (1)
Employee stock opt.-right to buy	\$ 29.81					(2)	02/10/2010	common stock	20,000 (2)
Employee stock opt.-right to buy	\$ 38.03					(3)	02/09/2011	common stock	10,000 (3)
Employee stock opt.-right to buy	\$ 33.73					(4)	02/07/2012	common stock	15,000 (4)
Employee stock opt.-right to buy	\$ 35.68					(5)	11/26/2012	common stock	10,000 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RATHERT TERRY W 363 N. SAM HOUSTON PKWY. E., #2020 HOUSTON, TX 77060			Sr. Vice Pres./Chief Fin.Off	

Signatures

Rathert

Terry W.

02/21/2005

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 grant to reporting person of 50,000 shares under the Issuer's 1998 Stock Option Plan. The options vested in five equal annual installments beginning 2/12/1999.
- (2) Grant to reporting person of 20,000 shares under the Issuer's 2000 Stock Option Plan. The options vest(ed) in five equal annual installments beginning 2/10/2001.
- (3) Grant to reporting person of 10,000 shares under the Issuer's 2000 Stock Option Plan. The options vest(ed) in five equal annual installments beginning 2/9/2002.
- (4) Grant to reporting person of 15,000 shares under the Issuer's 2000 Stock Option Plan. The options vest(ed) in five equal annual installments beginning 2/7/2003.
- (5) Grant to reporting person of 10,000 shares under the Issuer's 2000 Stock Option Plan. 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. 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.