

NEWFIELD EXPLORATION CO /DE/

Form 4

September 12, 2005

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
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(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

3. Date of Earliest Transaction
(Month/Day/Year)
09/08/2005

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Vice President-Rocky Mountains

(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	09/08/2005		M		4,000	A	\$ 11.85	73,509 <u>(1)</u> <u>(2)</u>	D
common stock	09/08/2005		S		300	D	\$ 46.24	73,209	D
common stock	09/08/2005		S		1,700	D	\$ 46.2	71,509	D
common stock	09/08/2005		S		2,000	D	\$ 46.178	69,509	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
employee stock opt.-right to buy	\$ 11.85 <u>(3)</u>	09/08/2005		M	4,000	<u>(3)</u>	02/12/2008	common stock	4,000 <u>(3)</u>
employee stock opt.-right to buy	\$ 14.57 <u>(4)</u>					<u>(4)</u>	11/04/2009	common stock	20,000 <u>(4)</u>
employee stock opt.-right to buy	\$ 19.02 <u>(5)</u>					<u>(5)</u>	02/09/2011	common stock	15,000 <u>(5)</u>
employee stock opt.-right to buy	\$ 16.87 <u>(6)</u>					<u>(6)</u>	02/07/2012	common stock	18,000 <u>(6)</u>
employee stock opt.-right to buy	\$ 16.5 <u>(7)</u>					<u>(7)</u>	08/14/2012	common stock	15,000 <u>(7)</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

D. Packer

C. William Austin, Attorney in Fact for Gary

09/12/2005

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) On May 25, 2005, the common stock of the Issuer split 2-for-1, resulting in the reporting person's acquisition of 34,565 additional shares of common stock.
- (2) The total includes 379 shares acquired by the reporting person on June 30, 2005 under the Issuer's Employee Stock Purchase Plan.
Part of a grant to the reporting person of 20,000 shares from the Issuer's 1995 Stock Plan. The options vested in five annual installments beginning 2/12/1999. This option was previously reported as covering 10,000 shares at an exercise price of \$23.69 per share, but was adjusted to reflect the stock split on May 25, 2005.
- (3) Part of a grant to the reporting person of 20,000 shares from the Issuer's 1998 Stock Plan. The options vested in five annual installments beginning 11/04/2000. This option was previously reported as covering 10,000 shares at an exercise price of \$29.13 per share, but was adjusted to reflect the stock split on May 25, 2005.
- (4) 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 beginning 2/09/2002. 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.
- (5) 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 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.
- (6) 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 beginning 8/14/2003. 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.
- (7)

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.