

NEWFIELD EXPLORATION CO /DE/

Form 4

November 09, 2004

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHNEIDER WILLIAM 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)

11/08/2004

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

Vice President - International

(Street)

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

HOUSTON, TX 77060

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
common stock	11/08/2004		M		7,500	A	\$ 13.94
							46,412 ⁽¹⁾
common stock	11/08/2004		S		7,500	D	\$ 58.3336
							38,912

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

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(9-02)

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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 (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock opt.-right to buy	\$ 13.94	11/08/2004		M		7,500		<u>(2)</u>	02/13/2006	common stock	12,500
Employee stock opt.-right to buy	\$ 23.69							<u>(4)</u>	02/12/2008	common stock	20,000
Employee stock opt.-right to buy	\$ 29.81							<u>(5)</u>	02/10/2010	common stock	20,000
Employee stock opt.-right to buy	\$ 38.03							<u>(6)</u>	02/09/2011	common stock	7,500
Employee stock opt.-right to buy	\$ 33.73							<u>(7)</u>	02/07/2012	common stock	10,000
Employee stock opt.-right to buy	\$ 35.68							<u>(8)</u>	11/26/2012	common stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHNEIDER WILLIAM D 363 N. SAM HOUSTON PKWY. E., #2020 HOUSTON, TX 77060	Vice President - International

Signatures

Schneider

William D.

11/09/2004

__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) The total includes 239 shares acquired by the reporting person on 6/30/2004 under the Issuer's Employee Stock Purchase Plan.
- (2) The options vested in five equal annual installments beginning 2/13/1997.
- (3) 1-for-1
- (4) The options vested in five equal annual installments beginning 2/12/1999.
- (5) The options vest(ed) in five equal annual installments beginning 02/10/2001.
- (6) The options vest(ed) in five equal annual installments beginning 02/09/2002.
- (7) The options vest(ed) in five equal annual installments beginning 02/07/2003.
- (8) 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.

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