

PEW ELLIOTT
Form 4/A
April 10, 2003

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Pew Elliott			Newfield Exploration Company / NFX				☐ Director ☐ 10% Owner ☒ Officer (give title below) Other (specify below) Vice President - Exploration		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 02/12/03		7. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person		
363 N. Sam Houston Parkway E., Suite 2020									
(Street)			5. If Amendment, Date of Original (Month/Day/Year) 02/18/03 ⁽³⁾		7. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person				
Houston, TX 77060									
(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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock	02/09/03		F	Code	V	Amount	(A) or (D)	Price	
						426 ⁽³⁾	D	\$33.61	
Common stock	02/12/03		A			30,000 ⁽¹⁾	A		67,629 ⁽²⁾
									D

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date,	4. Transaction Code	5. Number of Derivatives	6. Date Exercisable and Expiration Date Month/Day/	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form	11. Nature of Indirect Beneficial Ownership
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	Security (Instr. 8)				Year (Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
				Acquired (A) or Disposed of (D)	(Instr. 3, 4 & 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
				Code	V	(A)	(D)					

Explanation of Responses:

(1) Shares vest not earlier than 2/12/06 and not later than 2/12/12, based on achievement of certain performance criteria.

(2) Includes 306 shares acquired by the reporting person on 6/30/02 and 313 shares acquired on 12/31/03 pursuant to the Issuer's Employee Stock Purchase Plan.

(3) Amended to show shares withheld to satisfy the tax obligation upon the vesting of restricted shares previously reported at time of grant.

By: /s/ **Elliott Pew**

04/10/03

Date _____

**Signature of Reporting Person

****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.

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