

Marziotti John D
Form 4
August 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
Marziotti John 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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
General Counsel and Secretary

(Last) (First) (Middle)
363 N. SAM HOUSTON PKWY E,
SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2010

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 | (D) | Price | | |
| common stock | 08/03/2010 | | J ⁽¹⁾ | | 13,967 | D | \$ 0 | 16,466 | 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)

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| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| employee stock option - right to buy | \$ 20.5 | 08/03/2010 | | <u>J</u> (2) | 1,500 | 12/01/2004 12/01/2013 | common stock | 1,500 |
| employee stock option - right to buy | \$ 31.78 | 08/03/2010 | | <u>J</u> (3) | 7,000 | 02/08/2006 02/08/2015 | common stock | 7,000 |
| employee stock option - right to buy | \$ 48.45 | 08/03/2010 | | <u>J</u> (4) | 4,000 | 02/07/2009 02/07/2018 | common stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marziotti John D 363 N. SAM HOUSTON PKWY E, SUITE 100 HOUSTON, TX 77060 | | | General Counsel and Secretary | |

Signatures

/S/ John D. Marziotti 08/05/2010

**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) This common stock was transferred to the reporting person's ex-spouse pursuant to a divorce decree. The reporting person no longer reports as beneficially owned any securities owned by his ex-spouse.

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The reported transactions involve the transfer of the beneficial interest in such security to the reporting person's ex-spouse pursuant to a divorce decree. The reporting person no longer reports as beneficially owned any securities owned by his ex-spouse or for which the reporting person is deemed to hold the security for the benefit of his ex-spouse, and may exercise the security solely upon the direction of the ex-spouse, which ex-spouse is entitled to the shares issued upon exercise or vesting. The reporting person disclaims any beneficial ownership of these securities.

(2) The reported transactions involve the transfer of the beneficial interest in such security to the reporting person's ex-spouse pursuant to a divorce decree. The reporting person no longer reports as beneficially owned any securities owned by his ex-spouse or for which the reporting person is deemed to hold the security for the benefit of his ex-spouse, and may exercise the security solely upon the direction of the ex-spouse, which ex-spouse is entitled to the shares issued upon exercise or vesting. The reporting person disclaims any beneficial ownership of these securities.

(3) The reported transactions involve the transfer of the beneficial interest in such security to the reporting person's ex-spouse pursuant to a divorce decree. The reporting person no longer reports as beneficially owned any securities owned by his ex-spouse or for which the reporting person is deemed to hold the security for the benefit of his ex-spouse, and may exercise the security solely upon the direction of the ex-spouse, which ex-spouse is entitled to the shares issued upon exercise or vesting. The reporting person disclaims any beneficial ownership of these securities.

(4) The reported transactions involve the transfer of the beneficial interest in such security to the reporting person's ex-spouse pursuant to a divorce decree. The reporting person no longer reports as beneficially owned any securities owned by his ex-spouse or for which the reporting person is deemed to hold the security for the benefit of his ex-spouse, and may exercise the security solely upon the direction of the ex-spouse, which ex-spouse is entitled to the shares issued upon exercise or vesting. The reporting person disclaims any beneficial ownership of these securities.

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.