

NEWFIELD EXPLORATION CO /DE/  
 Form 4  
 February 24, 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 \*  
 TRICE DAVID A

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)  
 02/22/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President /Chief Executive Off / Chairman of the Board

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				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	02/16/2005		G	V	400	D	\$ 0	172,405	D	
common stock	02/22/2005		M		35,000	A	\$ 21.69	207,405	D	
common stock	02/22/2005		S		3,900	D	\$ 73.24	203,505	D	
common stock	02/22/2005		S		2,000	D	\$ 73.23	201,505	D	
common stock	02/22/2005		S		100	D	\$ 73.21	201,405	D	

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common stock	02/22/2005	S	600	D	\$ 73.2	200,805	D	
common stock	02/22/2005	S	300	D	\$ 73.14	200,505	D	
common stock	02/22/2005	S	1,700	D	\$ 73.13	198,805	D	
common stock	02/22/2005	S	3,000	D	\$ 73.06	195,805	D	
common stock	02/22/2005	S	6,800	D	\$ 73.05	189,005	D	
common stock	02/22/2005	S	3,500	D	\$ 73.04	185,505	D	
common stock	02/22/2005	S	5,600	D	\$ 73.03	179,905	D	
common stock	02/22/2005	S	7,500	D	\$ 73	172,405	D	
common stock						3,360	I	by IRA

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock opt.-right to buy	\$ 21.69	02/22/2005		M	35,000	(1)	05/30/2007	common stock	35,000
Employee stock opt.-right to	\$ 15.94					(2)	09/01/2008	common stock	50,000



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- (4) Part of a grant to the reporting person of 30,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 02/10/2001.
- (5) Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 02/09/2002
- (6) Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual installments beginning 02/07/2003.
- (7) Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock 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.

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