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NEWFIELD EXPLORATION CO /DE/  
Form POS EX  
May 27, 2003

As filed with the Securities and Exchange Commission on May 27, 2003

REGISTRATION NO. 333-103349

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE  
AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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NEWFIELD EXPLORATION COMPANY  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE  
(State or Other Jurisdiction  
of Incorporation of  
Organization)

72-1133047  
(IRS Employer  
Identification No.)

363 N. SAM HOUSTON PARKWAY E., SUITE 2020  
HOUSTON, TEXAS 77060  
(281) 847-6000  
(Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Registrant's Principal Executive Offices)

TERRY W. RATHERT  
VICE PRESIDENT AND CHIEF FINANCIAL OFFICER  
NEWFIELD EXPLORATION COMPANY  
363 N. SAM HOUSTON PARKWAY E., SUITE 2020  
HOUSTON, TEXAS 77060  
(281) 847-6000  
(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

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Copy to:  
JAMES H. WILSON  
VINSON & ELKINS L.L.P.  
2300 FIRST CITY TOWER  
1001 FANNIN  
HOUSTON, TEXAS 77002  
(713) 758-2222

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: After the  
effective date of this registration statement as determined by market conditions

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and other factors.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

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The sole purpose of this filing is to file a new Exhibit 23.2, Consent of Ernst & Young LLP.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 27th day of May, 2003.

NEWFIELD EXPLORATION COMPANY

By: /s/ Terry W. Rathert

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Terry W. Rathert  
Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated on the 27th day of May, 2003.

SIGNATURE  
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TITLE  
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\*\* President and Chief Executive Officer and Director  
(Principal Executive Officer)  
David A. Trice

-----  
/s/ Terry W. Rathert Vice President and Chief Financial Officer  
(Principal Financial Officer)  
Terry W. Rathert

-----  
\*\* Controller (Principal Accounting Officer)  
Brian L. Rickmers

-----  
\*\* Director  
Philip J. Burguieres

-----  
\*\* Director  
Charles W. Duncan, Jr.

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\*\* Director  
Joe B. Foster

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\*\* Director  
Claire S. Farley

SIGNATURE

TITLE

-----  
\*\* Director  
Dennis R. Hendrix

-----  
Director  
John Randolph Kemp

-----  
\*\* Director

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Howard H. Newman

\*\*

Director

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Thomas G. Ricks

\*\*

Director

-----  
David F. Schaible

\*\*

Director

-----  
C.E. Shultz

\*\* By: /s/ Terry W. Rathert

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Terry W. Rathert,  
Attorney-in-Fact