

NEWFIELD EXPLORATION CO /DE/
Form 4
December 28, 2004

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 *
PEW ELLIOTT

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)
12/23/2004

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Exec. Vice Pres. - Exploration

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)
				(A) or (D)	Price		
common stock	12/23/2004		M	V	12,300 A \$ 22.09	80,440 ⁽¹⁾	D
common stock	12/23/2004		S		12,300 D \$ 60	68,140	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stk.opt.-right to buy	\$ 22.09	12/23/2004		M	12,300	(2) 01/29/2008	common stock 75,000
Employee stk.opt.-right to buy	\$ 18.53					(3) 02/12/2009	common stock 25,000
Employee stk.opt.-right to buy	\$ 29.81					(4) 02/10/2010	common stock 20,000
Employee stk.opt.-right to buy	\$ 38.03					(5) 02/09/2011	common stock 10,000
Employee stk.opt.-right to buy	\$ 33.73					(6) 02/07/2012	common stock 10,000
Employee stk.opt.-right to buy	\$ 35.68					(7) 11/26/2013	common stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEW ELLIOTT 363 N. SAM HOUSTON PKWY. E., #2020 HOUSTON, TX 77060			Exec. Vice Pres. - Exploration	

Signatures

Pew

C. William Austin, Attorney in Fact for Elliott

12/28/2004

**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) Includes 270 shares acquired by the the reporting person on 6/30/2004 pursuant to the Issuer's Employee Stock Purchase Plan.

(2) The options vested in five equal annual installments beginning 1/29/1998.

(3) The options vested in five equal annual installments beginning 2/12/2000.

(4) The options vest(ed) in five equal annual installments beginning 2/10/2001.

(5) The options vest(ed) in five equal annual installments beginning 2/9/2002.

(6) The options vest(ed) in five equal annual installments beginning 2/7/2003.

(7) The options vest(ed) in five equal annual installments beginning 11/26/2003.

(8) 1-for-1

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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