

NEWFIELD EXPLORATION CO /DE/
Form 4
March 12, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
RATHERT TERRY W

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,
SUITE 100

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2010

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below) _____
EVP and CFO

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 | | | | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|---------------------|---|----------------------|-----|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (D) | | | | |
| common stock | 03/09/2010 | | G | V | 14,408 | D | \$ 0 | 14,869 | I | By Trust |
| common stock | 03/11/2010 | | M | | 20,000 | A | \$ 19.02 | 181,670 | D | |
| common stock | 03/11/2010 | | M | | 20,000 | A | \$ 16.87 | 201,670 | D | |
| common stock | 03/11/2010 | | S | | 40,000 <u>(1)</u> | D | \$ 53.9578 | 161,670 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|--------|-----|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| employee stock option - right to buy | \$ 19.02 | 03/11/2010 | | M | | 20,000 | | 02/09/2002 | 02/09/2011 | common stock | 20,000 |
| employee stock option - right to buy | \$ 16.87 | 03/11/2010 | | M | | 20,000 | | 02/07/2003 | 02/07/2012 | common stock | 20,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RATHERT TERRY W
363 N. SAM HOUSTON PKWY E, SUITE 100
HOUSTON, TX 77060

EVP and CFO

Signatures

/S/ Michelle S. Miller as attorney-in-fact for Terry W. Rathert

03/12/2010

**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) Reflects the sale of 40,000 shares of common stock on March 11, 2010 at the weighted average sale price of \$53.9578. The prices for these shares range from \$53.8750 to \$54.2225. The filer undertakes to provide, upon request by the Securities and Exchange

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Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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