

Dunn George T
Form 4
December 09, 2005

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 *
Dunn George T

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

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2005

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President - Gulf Coast

(Street)
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 Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
common stock	12/07/2005		M		10,000	A		\$ 11.85	112,403	<u>(1)</u> <u>(2)</u>	D
common stock	12/07/2005		S		10,000	D		\$ 50.98	102,403		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)

Edgar Filing: Dunn George T - Form 4

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)	8. 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	\$ 11.85 (3)	12/07/2005		M	10,000	(3) 02/12/2008	common stock	10,000 (3)
employee stock opt.-right to buy	\$ 14.91 (4)					(4) 02/10/2010	common stock	30,000 (3)
employee stock opt.-right to buy	\$ 19.02 (5)					(5) 02/09/2011	common stock	15,000 (5)
employee stock opt.-right to buy	\$ 16.87 (6)					(6) 02/07/2012	common stock	18,000 (6)
employee stock opt.-right to buy	\$ 16.25 (7)					(7) 08/14/2012	common stock	15,000 (7)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dunn George T
363 N. SAM HOUSTON PKWY.E., #2020
HOUSTON, TX 77060

Vice President - Gulf Coast

Signatures

Dunn George T.

12/09/2005

**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) On May 25, 2005, the common stock of the Issuer split 2-for-1, resulting in the reporting person's acquisition of 51,032 additional shares of common stock.
 - (2) The total includes 339 shares acquired by the reporting person on June 30, 2005 under the Issuer's Employee Stock Purchase Plan.
Part of a grant to the reporting person of 30,000 shares from the Issuer's 1995 Stock Plan. The options vested in five annual installments
 - (3) beginning 2/12/99. This option was previously reported as covering 15,000 shares at an exercise price of \$23.69 per share, but was adjusted to reflect the stock split on May 25, 2005.
Part of a grant to the reporting person of 30,000 shares from the Issuer's 2000 Stock Plan. The options vested in five annual installments
 - (4) beginning 2/10/01. This option was previously reported as covering 15,000 shares at an exercise price of \$29.81 per share, but was adjusted to reflect the stock split on May 25, 2005.
Part of a grant to the reporting person of 15,000 shares from the Issuer's 2000 Stock Plan. The options vested in five annual installments
 - (5) beginning 2/9/02. This option was previously reported as covering 7,500 shares at an exercise price of \$38.03 per share, but was adjusted to reflect the stock split on May 25, 2005.
Part of a grant to the reporting person of 18,000 shares from the Issuer's 2000 Stock Plan. The options vested in five annual installments
 - (6) beginning 2/07/2003. This option was previously reported as covering 9,000 shares at an exercise price of \$33.73 per share, but was adjusted to reflect the stock split on May 25, 2005.
Part of a grant to the reporting person of 15,000 shares from the Issuer's 2000 Stock Plan. The options vested in five annual installments
 - (7) beginning 8/14/03. This option was previously reported as covering 7,500 shares at an exercise price of \$32.50 per share, but was adjusted to reflect the stock split on May 25, 2005.

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.