

NEWFIELD EXPLORATION CO /DE/
Form 10-K/A
March 29, 2006

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

**Form 10-K/A
(Amendment No. 1)**

**R ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2005

or

**£ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number: 1-12534

Newfield Exploration Company
(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

72-1133047
(I.R.S. Employer Identification No.)

**363 North Sam Houston Parkway East,
Suite 2020,
Houston, Texas**
(Address of principal executive offices)

77060
(Zip Code)

Registrant's telephone number, including area code:

281-847-6000

Securities registered Pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.01 per share	New York Stock Exchange
Rights to Purchase Series A Junior	New York Stock Exchange
Participating Preferred Stock, par value \$0.01 per share	

**Securities registered Pursuant to Section 12(g) of the Act:
None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was approximately \$5 billion as of June 30, 2005 (based on the last sale price of such stock as quoted on the New York Stock Exchange).

As of March 1, 2006, there were 128,502,719 shares of the registrant's common stock, par value \$0.01 per share, outstanding.

Documents incorporated by reference: Proxy Statement of Newfield Exploration Company for the Annual Meeting of Stockholders to be held May 4, 2006, which is incorporated by reference into Part III of this Form 10-K.

EXPLANATORY NOTE

This Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2005 is being filed to update the consent filed as Exhibit 23.1 to include the incorporation by reference of the report of our independent registered public accounting firm into our Registration Statement on Form S-3 (No. 333-124120), which was previously omitted. This Amendment No. 1 does not change or update any of the Company's previously reported financial statements or any other disclosures contained in the original Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 28th day of March, 2006.

NEWFIELD EXPLORATION COMPANY

By: */s/ TERRY W. RATHERT*
Terry W. Rathert
Senior Vice President and Chief Financial
Officer

Exhibit Index

Exhibit No. Description

23.1 Consent of PricewaterhouseCoopers LLP