

NEWFIELD EXPLORATION CO /DE/

Form 8-K

April 03, 2006

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): March 29, 2006**

**NEWFIELD EXPLORATION COMPANY
(Exact name of registrant as specified in its charter)**

Delaware
(State or other jurisdiction
of incorporation)

1-12534
(Commission File Number)

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

**363 N. Sam Houston Parkway E., Suite 2020
Houston, Texas 77060**

(Address of principal executive offices)

Registrant's telephone number, including area code: (281) 847-6000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On March 29, 2006, Newfield Exploration Company (the Company) agreed to offer, issue and sell \$550 million of its 6 5/8% Senior Subordinated Notes due 2016 (the Notes) pursuant to, and subject to the terms and conditions set forth in, an underwriting agreement and a pricing agreement with the underwriters of the offering. The Notes are to be issued under a Subordinated Indenture dated as of December 10, 2001 between the Company and Wachovia Bank, National Association (formerly known as First Union National Bank), as Trustee (the Indenture), as supplemented by the Third Supplemental Indenture to be dated as of April 3, 2006. Closing of the issuance and sale of the Notes is scheduled for April 3, 2006.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 1.1 Underwriting Agreement dated March 29, 2006
- 1.2 Pricing Agreement dated as of March 29, 2006, by and between the Company and Morgan Stanley & Co. Incorporated, as representative of the several underwriters named therein.
- 4.4.3 Form of Third Supplemental Indenture, to be dated as of April 3, 2006, to Subordinated Indenture dated as of December 10, 2001 between the Company and Wachovia Bank, National Association, as Trustee (formerly known as First Union National Bank)
- 4.4.4 Form of 6 5/8% Senior Subordinated Note due 2016 (included in Exhibit 4.4.3)
- 5.1 Opinion of King & Spalding LLP
- 12.1 Computation of Ratios of Earnings To Fixed Charges
- 23.1 Consent of King & Spalding LLP (included in Exhibit 5.1 hereto)
- 25.1 Form T-1 Statement of Eligibility of Trustee under the Trust Indenture Act of 1939 of Wachovia Bank, National Association (formerly known as First Union National Bank) (incorporated herein by reference to Exhibit 25.2 to the Company's Registration Statement on Form S-3 (File No. 333-124120))

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

**NEWFIELD EXPLORATION
COMPANY**

Date: March 31, 2006

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

Exhibit Index

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