

NEWFIELD EXPLORATION CO /DE/
Form 4
January 03, 2007

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2006

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

363 N. SAM HOUSTON PKWY. E., #2020

(Street)

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

HOUSTON, TX 77060

(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)
			Code	V Amount (A) or (D) Price			
common stock	12/28/2006		S	100 D \$ 47.02	193,181	D	
common stock	12/28/2006		S	100 D \$ 47.02	193,081	D	
common stock	12/28/2006		S	100 D \$ 47.01	192,981	D	
common stock	12/28/2006		S	200 D \$ 47.01	192,781	D	
common stock	12/28/2006		S	1,100 D \$ 46.94	191,681	D	

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common stock	12/28/2006	S	100	D	\$ 46.94	191,581	D
common stock	12/28/2006	S	900	D	\$ 46.93	190,681	D
common stock	12/28/2006	S	800	D	\$ 46.93	189,881	D
common stock	12/28/2006	S	600	D	\$ 46.91	189,281	D
common stock	12/28/2006	S	100	D	\$ 46.9	189,181	D
common stock	12/28/2006	S	600	D	\$ 46.9	188,581	D
common stock	12/28/2006	S	200	D	\$ 46.88	188,381	D
common stock	12/28/2006	S	400	D	\$ 46.88	187,981	D
common stock	12/28/2006	S	500	D	\$ 46.87	187,481	D
common stock	12/28/2006	S	400	D	\$ 46.87	187,081	D
common stock	12/28/2006	S	300	D	\$ 46.86	186,781	D
common stock	12/28/2006	S	200	D	\$ 46.85	186,581	D
common stock	12/28/2006	S	900	D	\$ 46.85	185,681	D
common stock	12/28/2006	S	400	D	\$ 46.83	185,281	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De Se (In
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Disposed
of (D)
(Instr. 3,
4, and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stk.opt.right to buy	\$ 16.87 <u>(1)</u>							<u>(1)</u>	02/07/2012	common stock	4,000 <u>(1)</u>
Employee stk.opt.-right to buy	\$ 17.84 <u>(2)</u>							<u>(2)</u>	11/26/2013	common stock	4,000 <u>(2)</u>

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

Elliott Pew

C. William Austin, Attorney in Fact for

01/02/2007

**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) Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. The options vested in five annual installments beginning 2/07/2003. This option was previously reported as covering 10,000 shares at an exercise price of \$33.73 per share, but was adjusted to reflect the stock split on May 25, 2005.
- (2) Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. The options vested in five annual installments beginning 11/26/2003. This option was previously reported as covering 10,000 shares at an exercise price of \$35.68 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.