

NEWFIELD EXPLORATION CO /DE/
Form 4
June 24, 2008

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 *
TRICE DAVID A

2. Issuer Name and Ticker or Trading Symbol
NEWFIELD EXPLORATION CO /DE/ [NFX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

(Last) (First) (Middle)
363 N. SAM HOUSTON PKWY E,
SUITE 2020
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/23/2008

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) | (A) or (D) | 5. Amount or Price | 6. Amount or Price | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|--------------------|-----------------------------------|
| common stock | | | | | | | 11,720 | I IRA |
| common stock | 06/23/2008 | | M | 20,000 | A | \$ 12.69 | 505,511 | D |
| common stock | 06/23/2008 | | S | 100 | D | \$ 67.06 | 505,411 | D |
| common stock | 06/23/2008 | | S | 200 | D | \$ 67.03 | 505,211 | D |
| common stock | 06/23/2008 | | S | 500 | D | \$ 67.01 | 504,711 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| common stock | 06/23/2008 | S | 1,200 | D | \$ 66.99 | 503,511 | D |
| common stock | 06/23/2008 | S | 500 | D | \$ 66.98 | 503,011 | D |
| common stock | 06/23/2008 | S | 700 | D | \$ 66.93 | 502,311 | D |
| common stock | 06/23/2008 | S | 200 | D | \$ 66.9 | 502,111 | D |
| common stock | 06/23/2008 | S | 100 | D | \$ 66.89 | 502,011 | D |
| common stock | 06/23/2008 | S | 200 | D | \$ 66.88 | 501,811 | D |
| common stock | 06/23/2008 | S | 1,800 | D | \$ 66.87 | 500,011 | D |
| common stock | 06/23/2008 | S | 600 | D | \$ 66.85 | 499,411 | D |
| common stock | 06/23/2008 | S | 1,100 | D | \$ 66.84 | 498,311 | D |
| common stock | 06/23/2008 | S | 300 | D | \$ 66.83 | 498,011 | D |
| common stock | 06/23/2008 | S | 500 | D | \$ 66.82 | 497,511 | D |
| common stock | 06/23/2008 | S | 600 | D | \$ 66.81 | 496,911 | D |
| common stock | 06/23/2008 | S | 800 | D | \$ 66.8 | 496,111 | D |
| common stock | 06/23/2008 | S | 4,000 | D | \$ 66.79 | 492,111 | D |
| common stock | 06/23/2008 | S | 4,200 | D | \$ 66.78 | 487,911 | D |
| common stock | 06/23/2008 | S | 500 | D | \$ 66.76 | 487,411 | D |
| common stock | 06/23/2008 | S | 1,600 | D | \$ 66.74 | 485,811 | D |
| common stock | 06/23/2008 | S | 300 | D | \$ 66.73 | 485,511 | 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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| employee stock option - right to buy | \$ 12.69 | 06/23/2008 | | M | 20,000 | 05/16/2000 ⁽¹⁾ 05/16/2009 | common stock 20,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TRICE DAVID A
363 N. SAM HOUSTON PKWY E, SUITE 2020
HOUSTON, TX 77060

Chairman, President & CEO

Signatures

/s/ Michelle S. Miller as attorney-in-fact for David A. Trice

06/24/2008

**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) The option vested in five equal annual installments beginning on May 16, 2000.

Remarks:

Exhibit List

Exhibit 24--Power of Attorney

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.