

Packer Gary D
Form 4
February 21, 2006

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 *
Packer Gary D

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)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President-Rocky Mountains

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

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(Street)

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 | 02/14/2006 | | A | | 20,000 (1) | A | \$ 0 85,859 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Price of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| employee stock opt.-right to buy | \$ 14.57 <u>(2)</u> | | | | | <u>(2)</u> 11/04/2009 | common stock | 20,000 <u>(2)</u> |
| employee stock opt.-right to buy | \$ 19.02 <u>(3)</u> | | | | | <u>(3)</u> 02/09/2011 | common stock | 15,000 <u>(3)</u> |
| employee stock opt.-right to buy | \$ 16.87 <u>(4)</u> | | | | | <u>(4)</u> 02/07/2012 | common stock | 18,000 <u>(4)</u> |
| employee stock opt.-right to buy | \$ 16.25 <u>(5)</u> | | | | | <u>(5)</u> 08/14/2012 | common stock | 15,000 <u>(5)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|------------|
| | Director | 10% Owner | Officer | Other |
| Packer Gary D 363 N. SAM HOUSTON PKWY.E., #2020 HOUSTON, TX 77060 | | | Vice President-Rocky Mountains | |
| _____ C. William Austin as Attorney in Fact for Gary D. Packer | | | | 02/16/2006 |
| | | | | 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).

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- (1) The noted shares are subject to forfeiture if certain performance criteria are not met.

Part of a grant to the reporting person of 20,000 shares from the Issuer's 1998 Stock Plan. The options vested in five annual installments beginning 11/04/2000. This option was previously reported as covering 10,000 shares at an exercise price of \$29.13 per share, but was adjusted to reflect the stock split on May 25, 2005.

- (2) 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 beginning 2/09/2002. 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.

- (3) 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 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.

- (4) 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 beginning 8/14/2003. 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.

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