

NEWFIELD EXPLORATION CO /DE/

Form 8-K

December 22, 2010

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

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 22, 2010

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

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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 100  
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)

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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 November 15, 2010, Newfield Exploration Company entered into a Purchase and Sale Agreement (“PSA”) with EOG Resources, Inc. to purchase approximately 50,000 net acres in the Marcellus Shale. On December 22, 2010, the parties mutually agreed to terminate the PSA. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1

Press Release dated as of December 22, 2010

SIGNATURES

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

NEWFIELD EXPLORATION COMPANY

Date: December 22, 2010

By:

/s/ Brian L. Rickmers  
Brian L. Rickmers  
Controller

Exhibit Index

Exhibit No.	Description
99.1	Press Release dated as of December 22, 2010

4

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