

NEWFIELD EXPLORATION CO /DE/
Form 4/A
April 22, 2003

FORM 4

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

OMB APPROVAL

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

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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

Filed By
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| 1. Name and Address of Reporting Person* Rathert Terry W. (Last) (First) (Middle) 363 N. Sam Houston Parkway E., Suite 2020 (Street) Houston, TX 77060 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol Newfield Exploration Company / NFX | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President & Chief Financial Officer | | | |
|--|---|---|--|---|---|--|---|--|---|-----------------------------------|
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year 02/12/03 | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | | |
| 5. If Amendment, Date of Original (Month/Day/Year) 02/18/03⁽³⁾ | | | Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | |
| 1. Title of Security (Instr. 3) | 2. Trans-action Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Trans-action Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock | 01/19/03 | | G | V | 330 | D | | | D | |
| Common stock | 01/19/03 | | G | V | 330 | A | | 32,731 | I | By Trust |
| Common stock | 02/07/03 | | F | | 569 ⁽³⁾ | D | \$33.69 | | D | |
| Common stock | 02/09/03 | | F | | 284 ⁽³⁾ | D | \$33.61 | | D | |
| Common stock | 02/10/03 | | F | | 284 ⁽³⁾ | D | \$33.61 | | D | |
| Common stock | 02/12/03 | | F | | 369 ⁽³⁾ | D | \$33.20 | | D | |
| Common stock | 02/12/03 | | A | | 30,000 ⁽¹⁾ | A | | 46,994 ⁽²⁾ | D | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|-----|---|-----------------|--|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| | | | | | | | | | | | | | | |

Explanation of Responses:

- (1) Shares vest not earlier than 2/12/06 and not later than 2/12/12, based on achievement of certain performance criteria.
- (2) Includes 330 shares acquired by the reporting person on 12/31/02 pursuant to the Issuer's Employee Stock Purchase Plan.
- (3) Amended to show shares withheld to satisfy the tax obligation upon the vesting of restricted shares previously reported at time of grant.

By: /s/ Terry W. Rathert 04/10/03
Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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