

NEWFIELD EXPLORATION CO /DE/
Form 5
February 11, 2005

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
FOSTER JOE B

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

HOUSTON, TX 77060

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)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
common stock	05/07/2004	^	J4 ⁽¹⁾	500	A	\$ ⁽¹⁾	285,484	D	^
common stock	12/21/2004	^	G	3,375	D	\$ 0	282,109	D	^
common stock	^	^	^	^	^	^	25,000 ⁽²⁾	I	by Foundation
common	^	^	^	^	^	^	7,400 ⁽³⁾	I	by Trust

stock

common stock $\hat{\wedge}$ $\hat{\wedge}$ $\hat{\wedge}$ $\hat{\wedge}$ $\hat{\wedge}$ $\hat{\wedge}$ 4,500 ⁽⁴⁾ I by Foundation

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)	8. Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Employee stock option - right to buy	\$ 23.69	$\hat{\wedge}$	$\hat{\wedge}$	$\hat{\wedge}$	$\hat{\wedge}$	$\hat{\wedge}$	$\hat{\wedge}$ ⁽⁵⁾	02/12/2008	common stock	42,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSTER JOE B 363 N. SAM HOUSTON PKWY. E., #2020 HOUSTON, TX 77060	$\hat{\wedge}$ X	$\hat{\wedge}$	$\hat{\wedge}$	$\hat{\wedge}$

Signatures

_____ C. William Austin, Attorney-in-Fact for Joe 02/10/2005
B. Foster

**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) Pro rata distribution from Warburg Pincus Equity Partners Trust.

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- (2) The shares are owned by a Foundation. The reporting person is neither an officer nor a beneficiary of the Foundation and disclaims beneficial ownership of these shares.
- (3) The shares are owned by a qualified grantor charitable lead annuity trust, of which the reporting person is the trustee.
- (4) The shares are owned by a Foundation. The reporting person is president and a director of the Foundation and disclaims beneficial ownership of these shares.
- (5) The options vested in five equal annual installments beginning 2/12/99.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.