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NEWFIELD EXPLORATION CO /DE/

Form 5

January 08, 2009

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 $25,000^{(2)}$

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer TRICE DAVID A Symbol NEWFIELD EXPLORATION CO (Check all applicable) /DE/ [NFX] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2008 Chairman, President & CEO 363 N. SAM HOUSTON PKWY E, **SUITE 2020** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) HOUSTON, TXÂ 77060 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of of Securities Ownership Indirect Beneficial (Instr. 3) Code (D) Beneficially Form: Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at Direct (D) (Instr. 4) end of or Indirect Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) Amount (D) Price common Â Â Â Â Â 11,720 Ι **IRA** stock common Â Â Â 18,877 I By 401(k) stock common Â Â Â Â Â $25,000^{(1)}$ Ι By GRAT stock

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common stock							By Spous	se/GRAT
$ \begin{array}{ccc} \text{common} \\ \text{stock } \underline{\text{(3)}} \end{array} 12/18/2008 \qquad \hat{A} $	G	25,000	D	\$0	450,575	D	Â	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.	Persons who respond to the collection of information contained in this form are not required to respond unle the form displays a currently valid OMB control numbe							SEC 2270 (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)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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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	Â	Â	Chairman, President & CEO	Â			
Cianaturas							

Signatures

/s/ Michelle S. Miller, as attorney-in-fact for David A.
Trice
01/08/2009

**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) These shares were previously reported as directly beneficially owned but were contributed on December 18, 2008 to a grantor retained annuity trust of which the Reporting Person is the trustee.
- (2) These shares were previously reported as directly beneficially owned but were given as a gift by the Reporting Person on December 18, 2008 and then contributed on December 18, 2008 to a grantor retained annuity trust of which the Reporting Person is the trustee.

(3)

Reporting Owners 2

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Includes 243 shares of Newfield common stock acquired by the Reporting Person on December 31, 2008 pursuant to the Newfield Employee Stock Purchase Plan.

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.