Dunn George T Form 4 December 09, 2005

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

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue.

See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Dunn George T

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NEWFIELD EXPLORATION CO /DE/ [NFX]

(Check all applicable)

(Middle) (Last) (First)

3. Date of Earliest Transaction (Month/Day/Year)

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

363 N. SAM HOUSTON PKWY.E.,

(Street)

(State)

12/07/2005

Vice President - Gulf Coast

#2020

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOUSTON, TX 77060

(City)

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative (	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	tion Date 2A. Deemed 3. 4. Securities Aday/Year) Execution Date, if any Code (Instr. 3, 4 and (Month/Day/Year) (Instr. 8)		posed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
common stock	12/07/2005		Code V M	Amount 10,000	(D)	Price \$ 11.85 <u>(1)</u>	112,403 (1) (2)	D	
common stock	12/07/2005		S	10,000	D	\$ 50.98	102,403	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: Dunn George T - Form 4

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
employee stock optright to buy	\$ 11.85 (3)	12/07/2005		M		10,000	(3)	02/12/2008	common stock	10,000
employee stock optright to buy	\$ 14.91 (4)						<u>(4)</u>	02/10/2010	common stock	30,000 (3)
employee stock opt right to buy	\$ 19.02 (5)						<u>(5)</u>	02/09/2011	common stock	15,000 (5)
employee stock optright to buy	\$ 16.87 (6)						<u>(6)</u>	02/07/2012	common stock	18,000 (6)
employee stock optright to buy	\$ 16.25 (7)						<u>(7)</u>	08/14/2012	common stock	15,000 (7)

## **Reporting Owners**

Reporting Owner Name / Address	Relationsnips							
. 9	Director	10% Owner	Officer	Other				
Dunn George T 363 N. SAM HOUSTON PKWY.E., #2020 HOUSTON, TX 77060			Vice President - Gulf Coast					
Signatures								
 Dunn	Geo	orge T.	12/09/2005					
**Signature of Reporting Person			Date					

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## **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) On May 25, 2005, the common stock of the Issuer split 2-for-1, resulting in the reporting person's acquisition of 51,032 additional shares of common stock.
- (2) The total includes 339 shares acquired by the reporting person on June 30, 2005 under the Issuer's Employee Stock Purchase Plan.
- Part of a grant to the reporting person of 30,000 shares from the Issuer's 1995 Stock Plan. The options vested in five annual installments (3) beginning 2/12/99. This option was previously reported as covering 15,000 shares at an exercise price of \$23.69 per share, but was
- (3) beginning 2/12/99. This option was previously reported as covering 15,000 shares at an exercise price of \$23.69 per share, but was adjusted to reflect the stock split on May 25, 2005.
- Part of a grant to the reporting person of 30,000 shares from the Issuer's 2000 Stock Plan. The options vested in five annual installments
- (4) beginning 2/10/01. This option was previously reported as covering 15,000 shares at an exercise price of \$29.81 per share, but was adjusted to reflect the stock split on May 25, 2005.
- 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
- (5) beginning 2/9/02. 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.
- 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
- (6) 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.
- 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
- (7) beginning 8/14/03. 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. 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.