

NEWFIELD EXPLORATION CO /DE/
Form 4
May 12, 2006

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zernell James T

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)
363 N. SAM HOUSTON
PKWY.E.,#2020
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2006

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Vice President - Production

HOUSTON, TX 77060

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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 Ownership (Instr. 4)
				Code V Amount (D) Price			
common stock	05/11/2006		M	10,000 A \$ 14.91	69,137	D	
common stock	05/11/2006		S	10,000 D \$ 49.9557	59,137	D	

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 unless the form displays a currently valid OMB control number.

SEC 1474 (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)	Amount or Number of Shares
Employee stock opt.-right to buy	\$ 14.91 <u>(1)</u>	05/11/2006		M	10,000	<u>(1)</u> 02/10/2010	common stock	10,000
Employee stock opt.-right to buy	\$ 14.91 <u>(2)</u>					<u>(2)</u> 02/10/2010	common stock	5,000
Employee stock opt.-right to buy	\$ 19.02 <u>(3)</u>					<u>(3)</u> 02/09/2011	common stock	15,000
Employee stock opt.-right to buy	\$ 16.87 <u>(4)</u>					<u>(4)</u> 02/07/2012	common stock	10,000
Employee stock opt.-right to buy	\$ 16.25 <u>(5)</u>					<u>(5)</u> 08/14/2012	common stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zernell James T 363 N. SAM HOUSTON PKWY.E.,#2020 HOUSTON, TX 77060			Vice President - Production	

Signatures

James T. Zernell

C. William Austin as Attorney in Fact for
05/12/2006

**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) Part of a grant to the reporting person of 15,000 shares from the Issuer's 1998 Stock Plan, exercisable at \$14.91 per share. The options vested in five annual installments beginning 2/10/2001.
- (2) Part of a grant to the reporting person of 5,000 shares from the Issuer's 2000 Stock Plan, exercisable at \$14.91 per share. The options vested in five annual installments beginning 2/10/2001.
- (3) Part of a grant to the reporting person of 15,000 shares from the Issuer's 2000 Stock Plan, exercisable at \$19.02 per share. The options vest(ed) in five annual installments beginning 2/09/2002.
- (4) Part of a grant to the reporting person of 10,000 shares from the Issuer's 2000 Stock Plan, exercisable at \$16.87 per share. The options vest(ed) in five annual installments beginning 2/07/2003.
- (5) Part of a grant to the reporting person of 10,000 shares from the Issuer's 2000 Stock Plan, exercisable at \$16.25 per share. The options vest(ed) in five annual installments beginning 8/14/2003.

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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