

NEWFIELD EXPLORATION CO /DE/

Form 8-K/A

March 01, 2007

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

**FORM 8-K/A  
(Amendment No. 1)**

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): February 14, 2007**

**NEWFIELD EXPLORATION COMPANY  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-12534**  
(Commission File Number)

**72-1133047**  
(I.R.S. Employer  
Identification No.)

**363 N. Sam Houston Parkway E., Suite 2020  
Houston, Texas 77060**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (281) 847-6000**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 9.01 Financial Statements and Exhibits

SIGNATURES

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Amended and Restated 2004 Omnibus Stock Plan

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On February 21, 2007, Newfield Exploration Company ( Newfield ) filed a current report on Form 8-K (the Initial Report ) to disclose, among other matters, that the Board of Directors of Newfield had approved the Amended and Restated Newfield Exploration Company 2004 Omnibus Stock Plan (the Plan ). An incorrect version of the Plan was inadvertently filed as Exhibit 10.1 to the Initial Report. The sole purpose of this amendment to the Initial Report is to file the correct version of the Plan. The correct version of the Plan is filed herewith as Exhibit 10.1 and such correct version hereby replaces in its entirety the version of the Plan filed as Exhibit 10.1 to the Initial Report.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

10.1 Amended and Restated Newfield Exploration Company 2004 Omnibus Stock Plan

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Form 8-K/A to be signed on its behalf by the undersigned hereunto duly authorized.

**NEWFIELD EXPLORATION  
COMPANY**

Date: February 28, 2007

By: /s/ BRIAN L. RICKMERS  
Brian L. Rickmers  
Controller

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**Exhibit**

**No.      Description**

10.1      Amended and Restated Newfield Exploration Company 2004 Omnibus Stock Plan