

NEWFIELD EXPLORATION CO /DE/

Form 5

February 06, 2007

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
RATHERT TERRY W

(Last) (First) (Middle)

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

(Street)

HOUSTON, TX 77060

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
NEWFIELD EXPLORATION CO
/DE/ [NFX]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20064. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Sr. Vice Pres./Chief Fin. Off6. Individual or Joint/Group Reporting
(check applicable line)☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**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 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	06/30/2006	Â	G	2,462 D \$ 0	59,716	I	by Trust
common stock	08/20/2006	Â	G	287 D \$ 0	113,401 ⁽¹⁾	D	Â
common stock	08/20/2006	Â	G	287 A \$ 0	60,003	I	by Trust
common stock	11/21/2006	Â	G	6,232 D \$ 0	53,771	I	by Trust

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common stock	12/04/2006	Â	G	1,836	D	\$ 0	51,935	I	by Trust
common stock	Â	Â	Â	Â	Â	Â	113,640 ⁽²⁾	D	Â

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. D S (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee stock opt.- right to buy	\$ 7.97 ⁽³⁾	Â	Â	Â	Â Â	Â ⁽³⁾ 09/01/2008	common stock	10,000 ⁽³⁾
Employee stock opt.- right to buy	\$ 14.91 ⁽⁴⁾	Â	Â	Â	Â Â	Â ⁽⁴⁾ 02/10/2010	common stock	40,000 ⁽⁴⁾
Employee stock opt.- right to buy	\$ 19.02 ⁽⁵⁾	Â	Â	Â	Â Â	Â ⁽⁵⁾ 02/09/2011	common stock	20,000 ⁽⁵⁾
Employee stock opt.- right to buy	\$ 16.87 ⁽⁶⁾	Â	Â	Â	Â Â	Â ⁽⁶⁾ 02/07/2012	common stock	30,000 ⁽⁶⁾
Employee stock opt.- right to buy	\$ 17.84 ⁽⁷⁾	Â	Â	Â	Â Â	Â ⁽⁷⁾ 11/26/2012	common stock	20,000 ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RATHERT TERRY W 363 N. SAM HOUSTON PKWY. E., #2020 HOUSTON, TX 77060	Â	Â	Â Sr. Vice Pres./Chief Fin. Off	Â

Signatures

Rathert

Terry W.

02/05/2007

__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) The total includes 287 shares acquired by the reporting person on June 30, 2006 under the Issuer's Employee Stock Purchase Plan.
- (2) The total includes 239 shares acquired by the reporting person on December 31, 2006 under the Issuer's Employee Stock Purchase Plan.
Part of grant to reporting person of 100,000 shares under the Issuer's 1998 Stock Option Plan. The options vested in five equal annual installments beginning 9/01/1999. This option was previously reported as covering 50,000 shares at an exercise price of \$15.94 per share, but was adjusted to reflect the stock split on May 25, 2005.
- (3) Grant to reporting person of 40,000 shares under the Issuer's 2000 Stock Option Plan. The options vest(ed) in five equal annual installments beginning 2/10/2001. This option was previously reported as covering 20,000 shares at an exercise price of \$29.81 per share, but was adjusted to reflect the stock split on May 25, 2005.
- (4) Grant to reporting person of 20,000 shares under the Issuer's 2000 Stock Option Plan. The options vest(ed) in five equal annual installments beginning 2/9/2002. This option was previously reported as covering 10,000 shares at an exercise price of \$38.03 per share, but was adjusted to reflect the stock split on May 25, 2005.
- (5) Grant to reporting person of 30,000 shares under the Issuer's 2000 Stock Option Plan. The options vest(ed) in five equal annual installments beginning 2/7/2003. This option was previously reported as covering 15,000 shares at an exercise price of \$33.73 per share, but was adjusted to reflect the stock split on May 25, 2005.
- (6) Grant to reporting person of 20,000 shares under the Issuer's 2000 Stock Option Plan. The options vest(ed) in five equal annual installments beginning 11/26/2003. This option was previously reported as covering 10,000 shares at an exercise price of \$35.68 per share, but was adjusted to reflect the stock split on May 25, 2005.
- (7)

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.