

NEWFIELD EXPLORATION CO /DE/

Form 4/A

January 24, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PEW ELLIOTT

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**

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

12/29/2004

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Exec. Vice Pres. - Exploration

(Street)
HOUSTON, TX 77060

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/05/2005

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
common stock	12/29/2004		M		12,700	A	\$ 22.09
							80,840
common stock	12/29/2004		S		12,700	D	\$ 59.1858
							68,140

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
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stk.opt.-right to buy	\$ 22.09	12/29/2004		M	12,700	<u>(1)</u> 01/29/2008	common stock 75,000
Employee stk.opt.-right to buy	\$ 18.53					<u>(2)</u> 02/12/2009	common stock 25,000
Employee stk.opt.-right to buy	\$ 29.81					<u>(3)</u> 02/10/2010	common stock 20,000
Employee stk.opt.-right to buy	\$ 38.03					<u>(4)</u> 02/09/2011	common stock 10,000
Employee stk.opt.-right to buy	\$ 33.73					<u>(5)</u> 02/07/2012	common stock 10,000
Employee stk.opt.-right to buy	\$ 35.68					<u>(6)</u> 11/26/2013	common stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEW ELLIOTT 363 N. SAM HOUSTON PKWY. E., #2020 HOUSTON, TX 77060			Exec. Vice Pres. - Exploration	

Signatures

Elliott Pew

01/24/2004

**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 options vested in five equal annual installments beginning 1/29/1999.
- (2) The options vested in five equal annual installments beginning 2/12/2000.
- (3) The options vest(ed) in five equal annual installments beginning 2/10/2001.
- (4) The options vest(ed) in five equal annual installments beginning 2/9/2002.
- (5) The options vest(ed) in five equal annual installments beginning 2/7/2003.
- (6) The options vest(ed) in five equal annual installments beginning 11/26/2003.
- (7) 1-for-1

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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