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NEWFIELD EXPLORATION CO /DE/
Form 8-K
May 30, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): MAY 29, 2002

NEWFIELD EXPLORATION COMPANY
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

1-12534
(Commission File
Number)

72-11
(I.R.S.
Identifica

363 N. SAM HOUSTON PARKWAY E., SUITE 2020
HOUSTON, TEXAS
(Address of principal executive offices)

770
(Zip

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (281) 847-6000

Item 5. Other Events

See Press Release attached as Exhibit 99.1.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

c. Exhibits.

- 10.1 Agreement and Plan of Merger, dated as of May 29, 2002, by and among Newfield Exploration Company, Newfield Operating Company and EEX Corporation.
- 10.2 Voting Agreement and Irrevocable Proxy, dated as of May 29, 2002, by and among Newfield Exploration Company, Warburg, Pincus Equity Partners, L.P., Warburg, Pincus Netherlands Equity Partners I, C.V., Warburg, Pincus Netherlands Equity Partners II, C.V., Warburg, Pincus Netherlands Equity Partners III, C.V., Thomas M Hamilton, David R. Henderson and Richard S. Langdon and David A. Trice and Terry W. Rathert.

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- 10.3 Registration Rights Agreement, dated as of May 29, 2002, by and between Newfield Exploration Company, Warburg, Pincus Equity Partners, L.P., Warburg, Pincus Netherlands Equity Partners I, C.V., Warburg, Pincus Netherlands Equity Partners II, C.V. and Warburg, Pincus Netherlands Equity Partners III, C.V.
- 10.4 Bridge Loan Financing Commitment Letter, dated May 29, 2002, by and among Newfield Exploration Company, UBS AG, Stamford Branch and UBS Warburg LLC.
- 99.1 Press Release dated May 29, 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWFIELD EXPLORATION COMPANY

By: /s/ Terry W. Rathert

Name: Terry W. Rathert
Title: Vice President, Chief Financial
Officer and Secretary

Dated: May 30, 2002

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
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(Street)

WALTERBORO, SC 29488 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/10/2007		M		20,625	A	\$ 4.21
Common Stock					11,670	I	By Spouse

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,
and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) ⁽¹⁾	\$ 4.21	07/10/2007		M				04/06/2002	04/06/2011	Common Stock	20,625
2007 Deferred Stock Grant ⁽¹⁾	\$ 0							06/05/2008 ⁽²⁾	⁽³⁾	Common Stock	3,435
Deferred Stock ret. (2007) ⁽¹⁾	\$ 0							02/05/2009	⁽³⁾	Common Stock	5,130

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURKE FRANKLIN L RAVENWOOD PLANTATION 8058 CHARLESTON HIGHWAY WALTERBORO, SC 29488	X			

Signatures

Stephen R. Avera,
Agent 09/10/2007

⁽¹⁾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) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (2) Acquisition deferred until age 76.
- (3) No expiration date.

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.