

NEWFIELD EXPLORATION CO /DE/
 Form 4
 February 16, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Boothby Lee K

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)
 02/14/2006

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| common stock | 02/14/2006 | | A | | 20,000 (1) | A | \$ 0 63,706 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)

Edgar Filing: NEWFIELD EXPLORATION CO /DE/ - Form 4

| 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. Price of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| employee stock opt.- right to buy | \$ 19.02 (4) | | | | | (4) 02/09/2011 | common stock | 18,000 (4) |
| employee stock opt. - right to buy | \$ 16.87 (3) | | | | | (3) 02/07/2012 | common stock | 7,200 (3) |
| employee stock opt.- right to buy | \$ 16.25 (2) | | | | | (2) 08/14/2012 | common stock | 9,800 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Boothby Lee K 363 N. SAM HOUSTON PKWY.E., #2020 HOUSTON, TX 77060 | | | Vice President - Mid-Continent | |

Signatures

Lee K. Boothby

C. William Austin as Attorney in Fact for
02/16/2006

**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) The noted shares are subject to forfeiture if certain performance criteria are not met.
- Part of a grant to the reporting person of 15,000 shares from the Issuer's 2000 Stock Plan. This option was previously reported as covering
- (2) 7,500 shares at an exercise price of \$32.50 per share, but was adjusted to reflect the stock split on May 25, 2005. The options vest(ed) in five equal annual installments beginning 8/14/2003.

Edgar Filing: NEWFIELD EXPLORATION CO /DE/ - Form 4

Part of a grant to the reporting person of 18,000 shares from the Issuer's 2000 Stock Plan. This option was previously reported as covering
(3) 9,000 shares at an exercise price of \$33.73 per share, but was adjusted to reflect the stock split on May 25, 2005. The options vest(ed) in five equal annual installments beginning 2/07/2003.

Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. This option was previously reported as covering
(4) 10,000 shares at an exercise price of \$38.03 per share, but was adjusted to reflect the stock split on May 25, 2005. The options vest(ed) in five equal annual installments beginning 2/09/2002.

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.