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NEWFIELD EXPLORATION CO /DE/  
Form 8-K  
May 23, 2003

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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: MAY 21, 2003  
(DATE OF EARLIEST EVENT REPORTED)

NEWFIELD EXPLORATION COMPANY  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE	1-12534	72-1133047
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

363 N. SAM HOUSTON PARKWAY E., SUITE 2020  
HOUSTON, TEXAS 77060  
(Address of Registrant's Principal Executive Offices)

(281) 847-6000  
(Registrant's Telephone Number, Including Area Code)

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ITEM 5. OTHER EVENTS

On May 21, 2003, Newfield Exploration Company (the "Company") entered into an Underwriting Agreement and related Pricing Agreement with Morgan Stanley & Co. Incorporated for the public offering, issuance and sale of 3,500,000 shares of the Company's common stock, par value \$.01 per share. Morgan Stanley is the underwriter for the offering. The Underwriting Agreement and related Pricing Agreement are filed as Exhibits 1.1 and 1.2, respectively, to this report. In addition, the opinion and consent of counsel to the Company in connection with the offering are filed herewith as Exhibits 5.1 and 23.1, respectively, to this report. These exhibits are being filed in connection with the offering under the Company's effective Registration Statement on Form S-3 (File No. 333-103349).

On May 22, 2003, the Company issued a press release announcing the offering. The press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 1.1 Underwriting Agreement dated as of May 21, 2003.
- 1.2 Pricing Agreement dated as of May 21, 2003 between the Company and Morgan Stanley & Co. Incorporated, as the underwriter.
- 5.1 Opinion of Vinson & Elkins L.L.P.
- 23.1 Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1 hereto).
- 99.1 Press Release dated May 22, 2003.

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

Date: May 23, 2003

By: /s/ TERRY W. RATHERT

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Terry W. Rathert  
Vice President and Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
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1.2	Pricing Agreement dated as of May 21, 2003 between the Company and Morgan Stanley & Co. Incorporated, as the underwriter.
5.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1 hereto).
99.1	Press Release dated May 22, 2003.

