

NEWFIELD EXPLORATION CO /DE/  
Form 4  
March 25, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**RATHERT TERRY W**

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,  
SUITE 100  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/24/2011**

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
EVP and CFO

**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 Indirect Beneficial Ownership (Instr. 4) |         |            |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |         |            |
| common stock                    | 03/24/2011                           |  | M                              |   | 10,000  | A  | \$ 16.87  | 178,697 | D          |
| common stock                    | 03/24/2011                           |  | M                              |   | 10,000  | A  | \$ 17.84  | 188,697 | D          |
| common stock                    | 03/24/2011                           |  | S                              |   | 20,000<br>(1)   | D  | \$ 72.8929  | 168,697 | D          |
| common stock                    | 03/24/2011                           |  | G                              | V   | 2,006   | D  | \$ 0  | 10,863  | I By Trust |

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.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | V   | (A)    | (D) | Date Exercisable   | Expiration Date |   |                            |
| employee stock option - right to buy       | \$ 16.87   | 03/24/2011                           |  | M                              |   | 10,000 |     | 02/07/2003   | 02/07/2012      | common stock  | 10,000                     |
| employee stock option - right to buy       | \$ 17.84   | 03/24/2011                           |  | M                              |   | 10,000 |     | 11/26/2003   | 11/26/2012      | common stock  | 10,000                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

RATHERT TERRY W  
363 N. SAM HOUSTON PKWY E, SUITE 100  
HOUSTON, TX 77060

EVP and CFO

## Signatures

/S/ John D. Marziotti as attorney-in-fact for Terry W. Rathert

03/25/2011

\*\*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) Reflects the sale of an aggregate of 20,000 shares of common stock on March 24, 2011 at the weighted average sale price of \$72.8929. The prices for these sales range from \$72.5671 to \$73.10. The filer undertakes to provide, upon request by the Securities and Exchange

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Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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