

NEWFIELD EXPLORATION CO /DE/

Form 4

February 16, 2006

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 *
SCHNEIDER WILLIAM D

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)

02/14/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

Vice President - International

(Street)

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

HOUSTON, TX 77060

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)
common stock	02/14/2006		A	(A) or (D) Amount 24,000 (1)	\$ 0	113,136 (2)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Pri Deriv Secur (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee stock opt.-right to buy	\$ 19.02 <u>(3)</u>					<u>(3)</u>	02/09/2011	common stock	3,000 <u>(3)</u>	
Employee stock opt.-right to buy	\$ 16.87 <u>(4)</u>					<u>(4)</u>	02/07/2012	common stock	12,000 <u>(4)</u>	
Employee stock opt.-right to buy	\$ 17.84 <u>(5)</u>					<u>(5)</u>	11/26/2012	common stock	10,000 <u>(5)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHNEIDER WILLIAM D 363 N. SAM HOUSTON PKWY. E., #2020 HOUSTON, TX 77060	Vice President - International

Signatures

Schneider

William D.
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.
- (2) The total includes 282 shares acquired by the reporting person on 12/31/2005 under the Issuer's Employee Stock Purchase Plan.
- Part of a grant to the reporting person of 15,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual
- (3) installments beginning 02/09/2002. This option was previously reported as covering 7,500 shares at an exercise price of \$38.03 per share, but was adjusted to reflect the stock split on May 25, 2005.

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- Part of a grant to the reporting person of 20,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual
- (4) installments beginning 02/07/2003. This option was previously reported as covering 10,000 shares at an exercise price of \$33.73 per share, but was adjusted to reflect the stock split on May 25, 2005.

- Part of a grant to the reporting person of 10,000 shares from the Issuer's 2000 Stock Plan. The options vest(ed) in five equal annual
- (5) installments beginning 11/26/2003. This option was previously reported as covering 5,000 shares at an exercise price of \$35.68 per share, but was adjusted to reflect the stock split on May 25, 2005.

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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