

NEWFIELD EXPLORATION CO /DE/

Form 4

February 19, 2003

**FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

☐ 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**

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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

Filed By  
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|                                           |                                        |                                                     |                                                                                       |      |   |                                               |                                                                                                                                                                    |            |       |                                                                                              |                                                          |                                   |
|-------------------------------------------|----------------------------------------|-----------------------------------------------------|---------------------------------------------------------------------------------------|------|---|-----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-------|----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| 1. Name and Address of Reporting Person*  |                                        |                                                     | 2. Issuer Name and Ticker or Trading Symbol                                           |      |   |                                               | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)                                                                                            |            |       |                                                                                              |                                                          |                                   |
| Rathert Terry W.                          |                                        |                                                     | Newfield Exploration Company / NFX                                                    |      |   |                                               | <input type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below)<br>Other (specify below) |            |       |                                                                                              |                                                          |                                   |
| (Last) (First) (Middle)                   |                                        |                                                     | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         |      |   |                                               | 4. Statement for Month/Day/Year                                                                                                                                    |            |       |                                                                                              |                                                          |                                   |
| 363 N. Sam Houston Parkway E., Suite 2020 |                                        |                                                     |                                                                                       |      |   |                                               | 02/12/03                                                                                                                                                           |            |       |                                                                                              |                                                          |                                   |
| (Street)                                  |                                        |                                                     | 5. If Amendment, Date of Original (Month/Day/Year)                                    |      |   |                                               | 7. Individual or Joint/Group Filing (Check Applicable Line)                                                                                                        |            |       |                                                                                              |                                                          |                                   |
| Houston, TX 77060                         |                                        |                                                     |                                                                                       |      |   |                                               | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                    |            |       |                                                                                              |                                                          |                                   |
| (City) (State) (Zip)                      |                                        |                                                     | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |      |   |                                               |                                                                                                                                                                    |            |       |                                                                                              |                                                          |                                   |
| 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)                                                        | Code | V | 4. Securities Acquired (A) or Disposed of (D) | Amount                                                                                                                                                             | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| Common stock                              | 01/19/03                               |                                                     | G                                                                                     | V    |   | 314                                           | D                                                                                                                                                                  |            |       |                                                                                              | D                                                        |                                   |
| Common stock                              | 01/19/03                               |                                                     | G                                                                                     | V    |   | 314                                           | A                                                                                                                                                                  |            |       | 32,731                                                                                       | I                                                        | By Trust                          |
| Common stock                              | 02/12/03                               |                                                     | A                                                                                     |      |   | 30,000                                        | A                                                                                                                                                                  | \$33.20    |       | 48,500                                                                                       | D                                                        |                                   |

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion or | 3. Trans- | 3A. Deemed | 4. Trans- | 5. Number | 6. Date Exercisable and Expiration | 7. Title and Amount of | 8. Price of Derivative | 9. Number of Derivative | 10. Owner- | 11. Nature of Indirect |
|------------------------|------------------|-----------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|-------------------------|------------|------------------------|
|------------------------|------------------|-----------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|-------------------------|------------|------------------------|

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| Security<br>(Instr. 3) | Exercise<br>Price of<br>Derivative<br>Security | action<br>Date<br>(Month/<br>Day/<br>Year) | Execution<br>Date,<br>if any<br>(Month/<br>Day/<br>Year) | action<br>Code<br>(Instr.<br>8) | of<br>Derivative<br>Security<br>Acquired<br>(A) or<br>Disposed<br>of (D) |   |         | Date<br>Month/Day/<br>Year | Underlying<br>Securities<br>(Instr. 3 & 4) |                                        | Security<br>(Instr. 5) | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | ship<br>Form<br>of Deriv-<br>ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------|------------------------------------------------|--------------------------------------------|----------------------------------------------------------|---------------------------------|--------------------------------------------------------------------------|---|---------|----------------------------|--------------------------------------------|----------------------------------------|------------------------|----------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|---------------------------------------|
|                        |                                                |                                            |                                                          |                                 | Code                                                                     | V | (A) (D) |                            | Title                                      | Amount<br>or<br>Number<br>of<br>Shares |                        |                                                                                              |                                                                                                         |                                       |
|                        |                                                |                                            |                                                          |                                 |                                                                          |   |         | Date<br>Exer-cisable       | Expira-<br>tion<br>Date                    |                                        |                        |                                                                                              |                                                                                                         |                                       |

Explanation of Responses:

- (1) Shares vest not earlier than 2/12/06 and not later than 2/12/12, based on achievement of certain performance criteria.  
(2) Includes 314 shares acquired by the reporting person on 12/31/02 pursuant to the Issuer's Employee Stock Purchase Plan.

By: /s/ **Terry W. Rathert**

**2/18/03**

Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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