

Boothby Lee K
Form 4
August 29, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/2006

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

(Street)
HOUSTON, TX 77060

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
common stock	08/28/2006		M		5,000	A	\$ 19.02	62,621 ⁽¹⁾ D
common stock	08/28/2006		M		3,000	A	\$ 16.25	65,321 D
common stock	08/28/2006		S		8,000	D	\$ 44.7686	57,321 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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
employee stock opt.-right to buy	\$ 19.02 (4)	08/28/2006		M	5,000	(4) 02/09/2011	common stock	5,000 (4)
employee stock opt.-right to buy	\$ 16.87 (3)					(3) 02/07/2012	common stock	3,600 (3)
employee stock opt.-right to buy	\$ 16.25 (2)	08/28/2006		M	3,000	(2) 08/14/2012	common stock	3,000 (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

Boothby Lee K.

08/29/2006

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 total includes 115 shares acquired by the reporting person on June 30, 2006 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. 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.

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.