

NEWFIELD EXPLORATION CO /DE/

Form 8-K

July 21, 2004

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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 (Date of Earliest Event Reported): July 20, 2004

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

Delaware
(State or Other Jurisdiction
of Incorporation)

1-12534
(Commission File Number)

72-1133047
(I.R.S. Employer
Identification No.)

363 N. Sam Houston Parkway E., Suite 2020
Houston, Texas 77060
(Address of Principal Executive Offices)

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

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Item 5. Other Events and Regulation FD Disclosure

On July 20, 2004, Newfield issued a press release announcing that it had acquired all of the outstanding stock of Denbury Offshore, Inc., the subsidiary of Denbury Resources, Inc. that holds all of its Gulf of Mexico assets. As a result of the acquisition, Newfield also announced that it was increasing its 2004 production guidance. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

99.1 Press release issued by Newfield Exploration Company on July 20, 2004.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

**NEWFIELD EXPLORATION
COMPANY**

Date: July 21, 2004

By: /s/ TERRY W. RATHERT
Terry W. Rathert
Vice President and Chief Financial
Officer (Authorized Officer and
Principal Financial Officer)

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<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Newfield Exploration Company on July 20, 2004.