

NEWFIELD EXPLORATION CO /DE/

Form 8-K

September 19, 2012

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

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 18, 2012

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NEWFIELD EXPLORATION COMPANY  
(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

1-12534  
(Commission File Number)

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

4 Waterway Square Place, Suite 100  
The Woodlands, Texas 77380  
(Address of principal executive offices)

Registrant's telephone number, including area code: (281) 210-5100

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 7.01 Regulation FD Disclosure

On September 18, 2012, Newfield Exploration Company announced the signing of an agreement to sell its remaining assets in the Gulf of Mexico to W&T Offshore, Inc. A copy of the press release is furnished herewith as Exhibit 99.1.

The information in Item 7.01 of this Current Report, including the exhibit attached hereto as Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in Item 7.01 of this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1	Press Release regarding the Sale of its Remaining Gulf of Mexico Assets issued by Newfield Exploration Company on September 18, 2012.
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SIGNATURES

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

NEWFIELD EXPLORATION COMPANY

Date: September 19, 2012

By:

/s/ John D. Marziotti

John D. Marziotti

General Counsel and Corporate Secretary

Exhibit Index

Exhibit No.	Description
99.1	Press Release regarding the Sale of its Remaining Gulf of Mexico Assets issued by Newfield Exploration Company on September 18, 2012.