

NEWFIELD EXPLORATION CO /DE/
Form 8-K
November 27, 2002

=====

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: November 27, 2002
(Date of earliest event reported: November 26, 2002)

NEWFIELD EXPLORATION COMPANY
(Name of Registrant as specified in its charter)

DELAWARE	1-12534	72-1133047
State or other jurisdiction of incorporation or organization)	(Commission File Number)	I.R.S. Employer Identification No.)

363 N. SAM HOUSTON PKWY. E., SUITE 2020
HOUSTON, TEXAS 77060
(Address of Registrant's principal executive offices)

(281)-847-6000
(Registrant's telephone number, including area code)

=====

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On November 26, 2002, Newfield Exploration Company ("Newfield") acquired EEX Corporation ("EEX") pursuant to a stock-for-stock merger (the "Merger") in which Newfield Operating Company, a wholly owned subsidiary of Newfield, merged with and into EEX, with EEX surviving as a wholly owned subsidiary of Newfield. At the time of the Merger, each outstanding share of EEX

Edgar Filing: NEWFIELD EXPLORATION CO /DE/ - Form 8-K

common stock was converted into .05703 of a share of Newfield common stock, subject to the right of holders of EEX common stock to elect to receive units in a newly formed royalty trust in lieu of shares of Newfield common stock. Each such unit received reduced the number of shares of Newfield common stock that would have otherwise been received by .00054 of a share. The outstanding shares of EEX preferred stock were converted into an aggregate of 4,700,000 shares of Newfield common stock. A total of approximately 7.1 million shares of Newfield common stock were issued in connection with the Merger, representing approximately 12.7% of the total number shares of Newfield common stock (on a fully diluted basis) outstanding following the completion of the Merger.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial statements of the business acquired:

The required financial statements and other financial information of EEX will be filed by amendment as soon as practicable, but not later than 60 days after the date that this initial report on Form 8-K is required to be filed.

(b) Pro forma financial information:

The required pro forma financial statements and other financial information for the Merger will be filed by amendment as soon as practicable, but not later than 60 days after the date that this initial report on Form 8-K is required to be filed.

(c) Exhibits:

99.1 Press Release dated November 26, 2002.

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 CORPORATION

Date: November 27, 2002

By: /s/ TERRY W. RATHERT

Name: Terry W. Rathert
Title: Vice President and Chief
Financial Officer

EXHIBIT INDEX

EXHIBIT DESCRIPTION OF EXHIBIT

99.1

Press Release dated November 26, 2002.