

NEWFIELD EXPLORATION GULF COAST INC

Form 4

December 11, 2002

FORM 4

[x] Check this box if no longer
subject to Section 16. Form 4
or Form 5 obligations may continue.
See Instruction 1(b).

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

OMB APPROVAL
OMB NUMBER: 3235-0287
EXPIRES:
JANUARY 31, 2005
ESTIMATED AVERAGE
BURDEN HOURS
PER RESPONSE ... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*

McKenzie, Jr.	Richard	C.
(Last)	(First)	(Middle)
114 John Street		
(Street)		
Greenwich	Connecticut	06831
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol
EEX Corporation (NYSE:EEX)

3. I.R.S. Identification Number of Reporting Person, if an entity
(Voluntary)

4. Statement for Month/Day/Year
December 11, 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

- Director
- 10% Owner
- Officer (give title below)
- Other (specify title below)

7. Individual, or Joint/Group Filing (Check Applicable Line)

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- [x] Form filed by One Reporting Person
- [] Form filed by More than One Reporting Person

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TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF,
OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)
Common Stock

2. Transaction Date (Month/Day/Year)
November 26, 2002

2A. Deemed Execution Date, if any (Month/Day/Year)

3. Transaction Code (Instr. 8)
S

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
Price:
7,605,700 (D)

On November 26, 2002, in connection with the merger between EEX Corporation and a wholly-owned subsidiary of Newfield Exploration Company, each share of EEX common stock held by Mr. McKenzie was converted into 0.05703 shares of common stock of Newfield Exploration Company.

5. Amount of Securities Beneficially Owned Following Reported
Transaction(s)
(Instr. 3 and 4)
0

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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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)

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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. Price of Derivative Securities (Instr. 5)

9. Number of Derivative Securities Beneficially Owned Following Reported
Transaction(s)
(Instr. 4)

10. Ownership Form of Derivative Securities Beneficially Owned at End
Of Month
(Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

EXPLANATION OF RESPONSES:

All of Mr. McKenzie's shares of EEX Corporation Common Stock were converted into shares of Newfield Exploration Company common stock, pursuant to the November 26, 2002 merger between EEX Corporation and a wholly-owned subsidiary of Newfield Exploration Company.

/s/ Kathy Smith

December 11, 2002

Kathy Smith
Attorney-in-Fact

DATE

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).

** 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.

