

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2008-08-29** | Period of Report: **2008-08-25**  
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FILER

**XTO ENERGY INC**

CIK: **868809** | IRS No.: **752347769** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-10662** | Film No.: **081049900**  
SIC: **1311** Crude petroleum & natural gas

Mailing Address  
810 HOUSTON STREET  
STE 2000  
FORT WORTH TX 76102

Business Address  
810 HOUSTON ST  
STE 2000  
FORT WORTH TX 76102  
8178702800

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**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): August 25, 2008**

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**XTO ENERGY INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**1-10662**

(Commission File Number)

**75-2347769**

(IRS Employer Identification No.)

**810 Houston, Fort Worth Texas**

(Address of Principal Executive Offices)

**76102**

(Zip Code)

**(817) 870-2800**

(Registrant's Telephone Number, Including Area Code)

**NONE**

(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 (*see* General Instruction A.2. below):

- 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)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

The Company' s shareholder rights plan expired on August 25, 2008 in accordance with its terms. Accordingly, the rights issued pursuant to the Rights Agreement, dated as of August 25, 1998, between the Company and Mellon Investor Services LLC, as Rights Agent, expired pursuant to its terms.

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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.

XTO ENERGY INC.

Date: August 29, 2008

By: \_\_\_\_\_ /S/ BENNIE G. KNIFFEN

Bennie G. Kniffen  
Senior Vice President and Controller