

NEWFIELD EXPLORATION CO /DE/
Form 4
August 17, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jasek John H

2. Issuer Name and Ticker or Trading Symbol
NEWFIELD EXPLORATION CO /DE/ [NFX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4 WATERWAY SQUARE PLACE,
SUITE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2016

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. Vice President-Operations

THE WOODLANDS, TX 77380

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|----------------------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| common stock | 08/15/2016 | | M | | | 300 ⁽¹⁾ | A | \$ 0 | 105,449 | D | |
| common stock | 08/15/2016 | | M | | | 2,880 ⁽¹⁾ | A | \$ 0 | 108,329 | D | |
| common stock | 08/15/2016 | | M | | | 5,950 ⁽¹⁾ | A | \$ 0 | 114,279 | D | |
| common stock | 08/15/2016 | | D | | | 9,130 ⁽²⁾ | D | \$ 47.085 | 105,149 | D | |
| common stock | 08/15/2016 | | F | | | 10,461 | D | \$ 47.085 | 94,688 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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) | 5. Number of Derivative Securities (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Phantom Stock Unit | \$ 0 ⁽¹⁾ | 08/15/2016 | | M | 300 | 08/15/2014 02/01/2017 | common stock | 300 |
| Phantom Stock Unit | \$ 0 ⁽¹⁾ | 08/15/2016 | | M | 2,880 | 08/15/2015 02/15/2018 | common stock | 2,880 |
| Phantom Stock Unit | \$ 0 ⁽¹⁾ | 08/15/2016 | | M | 5,950 | 08/15/2016 02/15/2019 | common stock | 5,950 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jasek John H 4 WATERWAY SQUARE PLACE, SUITE 100 THE WOODLANDS, TX 77380 | | | Sr. Vice President-Operations | |

Signatures

/s/ Timothy D. Yang as attorney-in-fact for John H. Jasek 08/17/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Each cash-settled restricted stock unit subject to this award is the economic equivalent of one share of the issuer's common stock and may be settled solely in cash.
- (2) Transaction reflects the conversion of cash-settled restricted stock units into cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.