

Massaro Lawrence S
Form 4
February 16, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Massaro Lawrence S

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,
STE 100

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2018

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
EVP & Chief Financial Officer

(Street)
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 Indirect Beneficial Ownership (Instr. 4)
common stock				(A) or (D)	Price		
			Code	V	Amount		
common stock	02/14/2018		A		19,265 (1)	A	\$ 0
common stock	02/15/2018		M		4,800 (4) (5)	A	\$ 0
common stock	02/15/2018		D		4,800 (4) (5)	D	\$ 25.9575
common stock	02/15/2018		F		3,778	D	\$ 25.9575
							7,197
						I	By 401(k)
							202,750
							207,550
							202,750
							198,972

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

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(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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Stock Unit	<u>(2)</u>	02/14/2018		A	19,265	<u>(2)</u> <u>(2)</u>	common stock 19,265
Restricted Stock Unit	<u>(3)</u>	02/14/2018		A	57,795	<u>(3)</u> <u>(3)</u>	common stock 57,795
Phantom Stock Unit	\$ 0 <u>(4)</u>	02/15/2018		M	4,800	08/15/2015 02/15/2018	common stock 4,800

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Massaro Lawrence S 4 WATERWAY SQUARE PLACE, STE 100 THE WOODLANDS, TX 77380	EVP & Chief Financial Officer

Signatures

/s/ Timothy D. Yang as attorney-in-fact for Lawrence S. Massaro

02/16/2018

 **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) The shares subject to this award will vest in four equal installments on August 15, 2018, 2019 and 2020 and February 15, 2021.
- (2) Cash-settled Phantom Stock Units vest in four equal installments on August 15, 2018, 2019 and 2020 and February 15, 2021. Each share of Phantom Stock is the economic equivalent of one share of Company common stock.
- (3) The shares subject to this award have the possibility of vesting following the end of the applicable performance period, but will only vest if and to the extent certain total shareholder return and other criteria are met.

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- (4) 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.
- (5) These transactions reflect the conversion of cash-settled restricted stock units into cash (i.e., the deemed acquisition and simultaneous disposition of the underlying shares of stock).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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