

Donaldson W Allen
 Form 3
 May 08, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Donaldson W Allen

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 04/25/2018

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

4. Relationship of Reporting Person(s) to Issuer

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

4 WATERWAY SQUARE
 PLACE, STE 100

(Street)

(Check all applicable)

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

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

THE
 WOODLANDS, TX 77380

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

common stock ⁽¹⁾

57,636

D

^

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Unit	Â (2)	Â (2)	common stock	14,875	\$ (2)	D	Â
Phantom Stock Unit	Â (3)	Â (3)	common stock	7,550	\$ (3)	D	Â
Restricted Stock Unit	Â (2)	Â (2)	common stock	14,560	\$ (2)	D	Â
Phantom Stock Unit	Â (4)	Â (4)	common stock	11,087	\$ (4)	D	Â
Phantom Stock Unit	Â (5)	Â (5)	common stock	8,003	\$ (5)	D	Â
Restricted Stock Unit	Â (2)	Â (2)	common stock	24,008	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donaldson W Allen 4 WATERWAY SQUARE PLACE, STE 100 THE WOODLANDS, TX 77380	Â	Â	Â Sr Vice President-Exploration	Â

Signatures

/s/ Timothy D. Yang as attorney-in-fact for W. Allen
Donaldson

05/08/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- The amount of securities beneficially owned (column 2), includes: (a) 8,003 shares subject to a stock-settled restricted stock unit award that vests in equal installments on August 15, 2018, August 15, 2019, and August 15, 2020 and February 15, 2021; (b) 11,087 shares
- (1) subject to a stock-settled restricted stock unit award that vests in equal installments on August 15, 2018, August 15, 2019 and February 15, 2020; and (c) 7,550 shares subject to a stock-settled restricted stock unit award that vests in equal installments on August 15, 2018 and February 15, 2019.
 - (2) 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.
 - (3) Cash-settled Phantom Stock Units vest in equal installments on August 15, 2018 and February 15, 2019. Each share of Phantom Stock is the economic equivalent of one share of Company common stock.
 - (4) Cash-settled Phantom Stock Units vest in equal installments on August 15, 2018, August 15, 2019 and February 15, 2020. Each share of Phantom Stock is the economic equivalent of one share of Company common stock.
 - (5) Cash-settled Phantom Stock Units vest in 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.

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Remarks:

Exhibit^ List:^ Exhibit^ 24^ -^ Power^ of^ Attorney

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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