

NEWFIELD EXPLORATION CO /DE/
Form 4
August 18, 2015

FORM 4

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

OMB APPROVAL

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

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2015

THE WOODLANDS, TX 77380

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| common stock | | | | | 4,776 | I | By 401(k) |
| common stock | 08/15/2015 | | M | | 3,100 | A | \$ 0 36,070 |
| common stock | 08/15/2015 | | M | | 4,800 | A | \$ 0 40,870 |
| common stock | 08/15/2015 | | M | | 6,000 | A | \$ 0 46,870 |
| common stock | 08/15/2015 | | M | | 4,000 | A | \$ 0 50,870 |

| | | | | | | | |
|-----------------|------------|---|-------|---|--------------|--------|---|
| common stock | 08/15/2015 | F | 7,511 | D | \$ 35.955 | 43,359 | 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 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) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Unit | \$ 0 | 08/15/2015 | | M | 3,100 | 08/15/2012 | 08/15/2015 | common stock | 3,100 |
| Restricted Stock Unit | \$ 0 | 08/15/2015 | | M | 4,800 | 08/15/2015 | 02/15/2018 | common stock | 4,800 |
| Restricted Stock Unit | \$ 0 | 08/15/2015 | | M | 6,000 | 08/15/2013 | 02/15/2016 | common stock | 6,000 |
| Restricted Stock Unit | \$ 0 | 08/15/2015 | | M | 4,000 | 08/15/2014 | 02/01/2017 | common stock | 4,000 |
| Phantom Stock Unit | \$ 0 ⁽¹⁾ | 08/15/2015 | | M | 4,000 | 08/15/2014 | 02/01/2017 | common stock | 4,000 |
| Phantom Stock Unit | \$ 0 ⁽¹⁾ | 08/15/2015 | | 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/ Melissa L. Mong as attorney-in-fact for Lawrence S.
Massaro

08/18/2015

__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 share of phantom stock was the economic equivalent of one share of Newfield common stock. The reporting person settled these shares of phantom stock for cash.

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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