

Packer Gary D
Form 4
February 16, 2018

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 *
Packer Gary D

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)
02/14/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP and COO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| common stock | | | | | 7,500 | I | By Family Trust |
| common stock | 02/14/2018 | | A | | 19,265 (1) | A | \$ 0 319,909 |
| common stock | 02/15/2018 | | M | | 7,197 (4) (5) | A | \$ 0 327,106 |
| common stock | 02/15/2018 | | D | | 7,197 (4) (5) | D | \$ 25.9575 319,909 |
| | 02/15/2018 | | F | | 5,665 | D | 314,244 |

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common stock \$ 25.9575

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--------|------------|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Phantom Stock Unit | (2) | 02/14/2018 | | A | | 19,265 | | (2) | (2) | common stock | 19,265 |
| Restricted Stock Unit | (3) | 02/14/2018 | | A | | 57,795 | | (3) | (3) | common stock | 57,795 |
| Phantom Stock Unit | \$ 0 (4) | 02/15/2018 | | M | | 7,197 | 08/15/2015 | 02/15/2018 | | common stock | 7,197 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Packer Gary D 4 WATERWAY SQUARE PLACE SUITE 100 THE WOODLANDS, TX 77380 | | | EVP and COO | |

Signatures

/s/ Timothy D. Yang as attorney-in-fact for Gary D. Packer

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.

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- (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.
- (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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