Massaro Lawrence S Form 3 May 17, 2012

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

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement NEWFIELD EXPLORATION CO /DE/ [NFX] À Massaro Lawrence S (Month/Day/Year) 05/07/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) **4 WATERWAY SQUARE** (Check all applicable) PLACE, STE 100 (Street) 6. Individual or Joint/Group 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting VP - Corporate Development Person THE Form filed by More than One WOODLANDS, TXÂ 77380 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â D 366 (1) common stock 638 I By 401(k) common stock Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)

#### Edgar Filing: Massaro Lawrence S - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Unit (2)	04/01/2014	04/01/2016	common stock	12,500	\$ 0	D	Â
Restricted Stock Unit (3)	09/01/2012	09/01/2014	common stock	7,500	\$ 0	D	Â
Restricted Stock Unit (4)	04/15/2015	02/10/2022	common stock	7,800	\$ 0	D	Â
Restricted Stock Unit (5)	08/15/2012	08/15/2015	common stock	12,400	\$ 0	D	Â

### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
Massaro Lawrence S			VP-		
4 WATERWAY SQUARE PLACE, STE 100	Â	Â	Corporate	Â	
THE WOODLANDS, TX 77380			Development		

## **Signatures**

/s/ Melissa L. Mong as attorney-in-fact for Lawrence S. Massaro

05/17/2012

\*\*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).
- (1) These shares were acquired by the reporting person on December 31, 2011 pursuant to the Newfield Exploration Company Employee Stock Purchase Plan.
- (2) Restricted Stock Units were granted on May 4, 2011under the Companys 2009 Omnibus Stock Plan and vest in 33% increments on April 1, 2014, 2015 and 2016.
- (3) Restricted Stock Units were granted on August 24, 2011 under the Companys 2011 Omnibus Stock Plan and vest in 33% increments on September 1, 2012, 2013 and 2014.
- (4) Restricted Stock Units were granted on February 10, 2012 under the Companys 2011 Omnibus Stock Plan and have the potential to vest beginning on April 15, 2015 based on certain performance criteria.
- (5) Restricted Stock Units were granted on February 10, 2012 under the Companys 2011 Omnibus Stock Plan and vest in 25% increments on August 15, 2012, 2013, 2014 and 2015.

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.

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