Packer Gary D Form 4 February 12, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 1(b).

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]

02/08/2013

(Month/Day/Year)

(Last) (First) (Middle)

4 WATERWAY SQUARE PLACE, SUITE 100

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Officer (give title Other (specify

below) EVP and COO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

THE WOODLANDS, TX 77380

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

4. Securities Acquired 3. Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

(A)

Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

Securities

(Instr. 4)

D

(D) or

Indirect (I)

6. Ownership 7. Nature of

Beneficial

Ownership (Instr. 4)

Form: Direct Indirect

common stock

(City)

02/11/2013

Code V Amount (D) F 2,699

Price D 29.36

or

259,174

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

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

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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 orDerivative 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
Restricted Stock Unit	\$ 0	02/08/2013		M	49,200 (1)	04/15/2016	04/15/2018	common stock	49,200
Restricted Stock Unit	\$ 0	02/08/2013		M	39,300 (2)	08/15/2013	02/01/2016	common stock	39,300

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/ John D. Marziotti as attorney-in-fact for Gary D.

Packer 02/12/2013

**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 have the possibility of vesting monthly, no earlier than April 15, 2016 and no later than April 15, 2018, and will only vest if certain performance criteria are met.
- (2) The shares subject to this award will vest in four equal installments on August 15, 2013, August 15, 2014, August 15, 2015 and February 1, 2016.

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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