#### Edgar Filing: NEWFIELD EXPLORATION CO /DE/ - Form 4

#### NEWFIELD EXPLORATION CO /DE/

Form 4

February 13, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Packer Gary D Issuer Symbol

NEWFIELD EXPLORATION CO

(Check all applicable)

/DE/[NFX]

3. Date of Earliest Transaction Director 10% Owner Other (specify Officer (give title

(Month/Day/Year) 02/11/2015

below) EVP and COO

**4 WATERWAY SQUARE** PLACE, SUITE 100

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> > Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

THE WOODLANDS, TX 77380

(State)

(First)

(Middle)

(Zip)

6. Ownership 7. Nature of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership (Month/Day/Year) Indirect (I) (Instr. 4) **Following** (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

By Family common Ι 15,000 stock Trust

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	02/11/2015		A	81,300 (1)	04/15/2017	01/15/2018	common stock	81,300
Restricted Stock Unit	\$ 0	02/11/2015		A	28,785 (2)	08/15/2015	02/15/2018	common stock	28,785
Phantom Stock Unit	\$ 0	02/11/2015		A	28,785 (3)	08/15/2015	02/15/2018	common stock	28,785

# **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 02/13/2015

\*\*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) The shares subject to this award have the possibility of vesting on April 15, 2017, July 15, 2017, October 15, 2017 and January 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, 2015, 2016 and 2017 and on February 15, 2018.
- (3) Cash-Settled Phantom Stock Units were granted on February 11, 2015 and vest in four equal installments on August 15, 2015, 2016 and 2017 and on February 15, 2018. Each share of Phantom Stock is the economic equivalent of one share of the Companys common stock.

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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