Dunn George T Form 4 August 17, 2017

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

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(b).

(Last)

SUITE 100

Form 5

obligations

may continue.

See Instruction

1. Name and Address of Reporting Person * Dunn George T

(First)

2. Issuer Name and Ticker or Trading Symbol

3. Date of Earliest Transaction

NEWFIELD EXPLORATION CO /DE/ [NFX]

(Month/Day/Year) 4 WATERWAY SQUARE PLACE, 08/15/2017

(Middle)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Officer (give title

Director

Issuer

below)

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

Sr VP - Development

THE WOODLANDS, TX 77380

(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. Transactio Code (Instr. 8)	4. Securities Acquired (A) oner Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
aomman			Code V	Amount 3,454	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
common stock	08/15/2017		M	(1) (2)	A	\$ 0	164,335	D	
common stock	08/15/2017		M	5,680 (1) (2)	A	\$0	170,015	D	
common stock	08/15/2017		M	3,577 (1) (2)	A	\$0	173,592	D	
common stock	08/15/2017		D	12,711 (2)	D	\$ 25.415	160,881	D	
common stock	08/15/2017		F	10,666	D	\$ 25.415	150,215	D	

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average burden hours per

response... 0.5

10% Owner

Other (specify

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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. Transactic Code (Instr. 8)			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
Phantom Stock Unit	\$ 0 (1)	08/15/2017		M		3,454	08/15/2015	02/15/2018	common stock	3,454
Phantom Stock Unit	\$ 0 (1)	08/15/2017		M		5,680	08/15/2016	02/15/2019	common stock	5,680
Phantom Stock Unit	\$ 0 (1)	08/15/2017		M		3,577	08/15/2017	02/15/2020	common stock	3,577

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Dunn George T							

Dunn George T

4 WATERWAY SQUARE PLACE, SUITE 100

Sr VP - Development

THE WOODLANDS, TX 77380

Signatures

/s/ Timothy D. Yang as attorney-in-fact for George T.
Dunn

08/17/2017

**Signature of Reporting Person Date

Reporting Owners 2

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 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.
- (2) 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. 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.