

Massaro Lawrence S  
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 \*  
Massaro Lawrence S

2. Issuer Name and Ticker or Trading Symbol  
NEWFIELD EXPLORATION CO /DE/ [NFX]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP & Chief Financial Officer

(Last) (First) (Middle)  
4 WATERWAY SQUARE PLACE,  
STE 100  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2018

THE WOODLANDS, TX 77380

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 or Price   |  |   |
| common stock                    |                                      |  |                                |   | 7,197   | I  | By 401(k)   |
| common stock                    | 02/14/2018                           |  | A                              |   | 19,265<br>(1)   | A  | \$ 0 202,750 D  |
| common stock                    | 02/15/2018                           |  | M                              |   | 4,800<br>(4) (5)  | A  | \$ 0 207,550 D  |
| common stock                    | 02/15/2018                           |  | D                              |   | 4,800<br>(4) (5)  | D  | \$ 25.9575 202,750 D                                  |
| common stock                    | 02/15/2018                           |  | F                              |   | 3,778   | D  | \$ 25.9575 198,972 D                                  |

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

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(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                              |   | 4,800  | 08/15/2015 | 02/15/2018   |                 | common stock  | 4,800                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Massaro Lawrence S<br>4 WATERWAY SQUARE PLACE, STE 100<br>THE WOODLANDS, TX 77380 |               |           | EVP & Chief Financial Officer |       |

## Signatures

/s/ Timothy D. Yang as attorney-in-fact for Lawrence S. Massaro  
 \*\*Signature of Reporting Person  
 Date: 02/16/2018

## 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.
- (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.

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- (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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