

Dunn George T
Form 4
May 14, 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 *
Dunn George T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2018

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

Sr VP - Development

4 WATERWAY SQUARE PLACE, SUITE 100

(Street)

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

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. 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 (1) (2) or Price (D)		
common stock	05/10/2018		M		4,155 (1) (2) \$ 0	D	
common stock	05/10/2018		A		7,205 (3) \$ 0	D	
common stock	05/10/2018		D		4,155 (1) (2) \$ 28.0438	D	
common stock (5)	05/10/2018		F		1,012 \$ 28.0438	D	

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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Phantom Stock Unit	(4)	05/10/2018		A	7,205	(4) (4)	common stock	7,205
Phantom Stock Unit	\$ 0 (1)	05/10/2018		M	4,155	08/15/2016 02/15/2019	common stock	4,155

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunn George T 4 WATERWAY SQUARE PLACE, SUITE 100 THE WOODLANDS, TX 77380			Sr VP - Development	

Signatures

/s/ Timothy D. Yang as attorney-in-fact for George T. Dunn 05/14/2018

__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) 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).
- (3) The shares subject to this award will be paid in two equal installments on August 15, 2018 and February 15, 2019, subject to the compliance by the awardee with certain non-competition and non-solicitation covenants.

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- Cash-settled Phantom Stock Units will be paid in two equal installments on August 15, 2018 and February 15, 2019, subject to
- (4) compliance by the awardee with certain non-competition and non-solicitation covenants. Each share of Phantom Stock is the economic equivalent of one share of Company common stock.
 - (5) The amount of securities beneficially owned following reported transactions (column 5) reflects the forfeiture of 7,205 restricted stock units previously granted on February 10, 2016, due to the retirement of Mr. Dunn.

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.