

Massaro Lawrence S
Form 4
August 17, 2017

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2017

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

4 WATERWAY SQUARE PLACE,
STE 100

(Street)

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

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
common stock					6,902	I	By 401(k)
common stock	08/15/2017		M		4,800 <u>(1)</u> <u>(2)</u>	A	\$ 0 209,389
common stock	08/15/2017		M		9,015 <u>(1)</u> <u>(2)</u>	A	\$ 0 218,404
common stock	08/15/2017		M		6,335 <u>(1)</u> <u>(2)</u>	A	\$ 0 224,739
common stock	08/15/2017		D		20,150 <u>(2)</u>	D	\$ 25.415 204,589

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common stock 08/15/2017 F 16,908 D \$ 25.415 187,681 D

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)

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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit	\$ 0 ⁽¹⁾	08/15/2017		M	4,800	08/15/2015	02/15/2018	common stock	4,800
Phantom Stock Unit	\$ 0 ⁽¹⁾	08/15/2017		M	9,015	08/15/2016	02/15/2019	common stock	9,015
Phantom Stock Unit	\$ 0 ⁽¹⁾	08/15/2017		M	6,335	08/15/2017	02/15/2020	common stock	6,335

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Massaro Lawrence S
 4 WATERWAY SQUARE PLACE, STE 100
 THE WOODLANDS, TX 77380

EVP & Chief Financial Officer

Signatures

/s/ Timothy D. Yang as attorney-in-fact for Lawrence S. Massaro

08/17/2017

__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).

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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