

Massaro Lawrence S
Form 4
February 14, 2019

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)
02/13/2019

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
common stock	02/13/2019		A		216,950 (1) \$ 0	D	
common stock	02/13/2019		A		36,134 (2) \$ 0	D	
common stock	02/13/2019		D		362,066 (3) \$ 0	D	
common stock	02/13/2019		D		8,591 (3) \$ 0	I	By 401(k)
common stock	02/13/2019		D		36,134 (2) \$ 17.36	D	

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common stock	02/13/2019	F	99,568	D	\$ 17.2775	21,937	D
common stock	02/13/2019	D	<u>21,937</u> (4)	D	\$ 0	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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. 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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/ Lawrence S.
Massaro 02/14/2019

__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) On February 13, 2019, pursuant to the Agreement and Plan of Merger dated as of October 31, 2018 (Merger Agreement), by and among Encana Corporation (Encana), Neapolitan Merger Corp. (Merger Sub), and Newfield Exploration Company (Newfield), Merger Sub

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merged with and into Newfield (Merger) with Newfield surviving the Merger as a wholly-owned subsidiary of Encana. Pursuant to the Merger Agreement, upon consummation of the transactions contemplated therein, each performance stock unit was deemed to have been achieved at maximum levels by the reporting person based upon certification by the Compensation Committee.

- Pursuant to the Merger Agreement, upon consummation of the transactions contemplated therein, all outstanding Newfield time-based restricted stock units with a cash settlement feature were cancelled and each holder was entitled to receive, on a fully vested basis, for
- (2) each such restricted stock unit, a cash payment of equivalent value to the merger consideration, as described in the Merger Agreement, based on the volume weighted averages of the trading price of Encana common shares on each of the five consecutive trading days ending on the trading day that is three trading days prior to the Effective Time of the Merger. The settlement value of each cash settled restricted stock unit was \$17.36.
 - (3) Pursuant to the Merger Agreement, upon consummation of the transactions contemplated therein, each share of Newfield common stock issued and outstanding was converted into the right to receive 2.6719 Encana common shares.
- Pursuant to the Merger Agreement, upon consummation of the transactions contemplated therein, the outstanding awards of Newfield stock-settled restricted stock units were cancelled and each holder of such restricted stock units were entitled to receive, on a fully-vested basis for each such restricted stock unit, the merger consideration, as described in the Merger Agreement and in note (3) above. There was no purchase price.
- (4)

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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