Fairchild George W Jr
Form 4
February 14, 2019
FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
OMB APPROVAL
Washington, D.C. 20549
OMB
Number:
3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

## 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 1(b).
(Print or Type Responses)

| 1. Name and Fairchild | ddress of Reporting orge W Jr | $\begin{array}{lr} \text { g Person *- } & \text { 2. Issu } \\ & \text { Symbol } \\ & \text { NEWI } \\ & \text { /DE/ }[ \end{array}$ | r Name <br> IELD NFX] | and Ticker or <br> EXPLORA | Tradi <br> TION | $\begin{aligned} & \text { ing } \\ & \text { J CO } \end{aligned}$ | 5. Relationship of Issuer <br> (Chec | Reporting Per <br> all applicable | on(s) to |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| (Last) <br> 4 WATER <br> STE 100 | AY SQUARE | (Middle) 3. Date <br> (Month <br> PLACE, $02 / 13 / 2$ | $\begin{aligned} & \text { f Earlies } \\ & \text { Day/Yea } \\ & 2019 \end{aligned}$ | st Transaction <br> ar) |  |  | $\qquad$ Director $\qquad$ Officer (give below) Chief |  | Owner (specify <br> er |
| THE WOO | (Street) ${ }_{\text {DLANDS, TX } 77}$ | $7380$ | endment <br> nth/Day/ | t, Date Origin /Year) |  |  | 6. Individual or Jo Applicable Line) _X_Form filed by $\qquad$ Form filed by Person | t/Group Filin <br> e Reporting Pe re than One Re | (Check <br> orting |
| (City) | (State) | (Zip) Ta | Ie I No | on-Derivative | Secur | ities Acqui | uired, Disposed of | or Beneficialy | Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. <br> Transa Code (Instr. 8 <br> Code | 4. Securit <br> ctiomr Dispos <br> (Instr. 3,V Amount | es Acq d of (D) and 5 <br> (A) or (D) | quired (A) <br> D) <br> Price | 5. Amount of Securities <br> Beneficially <br> Owned <br> Following <br> Reported <br> Transaction(s) <br> (Instr. 3 and 4) | 6. <br> Ownership <br> Form: <br> Direct (D) <br> or Indirect <br> (I) <br> (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| common stock | 02/13/2019 |  | A | $\begin{aligned} & 25,238 \\ & \underline{(1)} \end{aligned}$ |  | \$ 0 | 65,978 | D |  |
| common <br> stock | 02/13/2019 |  | A | $\begin{aligned} & 7,570 \\ & \text { (2) } \end{aligned}$ | A | \$ 0 | 73,548 | D |  |
| $\begin{aligned} & \text { common } \\ & \text { stock } \end{aligned}$ | 02/13/2019 |  | D | $\begin{aligned} & 48,506 \\ & \text { (3) } \end{aligned}$ |  | \$ 0 | 25,042 | D |  |
| common <br> stock | 02/13/2019 |  | D | $\begin{aligned} & 7,570 \\ & \text { (2) } \end{aligned}$ | D | \$ 17.36 | 17,472 | D |  |
| common <br> stock | 02/13/2019 |  | F | 13,078 | D | $\begin{aligned} & \$ \\ & 17.2775 \end{aligned}$ | 4,394 | D |  |

$\begin{array}{ll}\text { common } \\ \text { stock } & 02 / 13 / 2019\end{array}$
D $\quad 4,394$
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 | SEC 1474 |
| :--- | ---: |
| information contained in this form are not | $(9-02)$ |
| required to respond unless the form |  |
| displays a currently valid OMB control |  |
| number. |  |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)


|  |  | Expiration Date | Title | Amount or |
| :---: | :---: | :---: | :---: | :---: |
|  | Date |  |  | $\stackrel{\text { or }}{\text { Number }}$ |
|  |  |  |  |  |
| Code V (A) (D) |  |  |  | Shares |

## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director 10\% Owner Officer Other

Fairchild George W Jr<br>4 WATERWAY SQUARE PLACE, STE 100<br>THE WOODLANDS, TX 77380

Chief Accounting Officer

## Signatures

/s/ George W.
Fairchild, Jr.

## 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. $78 \mathrm{ff}(\mathrm{a})$.
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
(1) 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.


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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
(4) 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.
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.

