

Vezza Matthew R
Form 4
August 16, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Vezza Matthew R

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)
4 WATERWAY SQUARE PLACE,
STE 100

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2018

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
Regional Vice President

(Street)
THE WOODLANDS, TX 77380

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

(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	(A) or (D)	Price		
common stock <u>(1)</u>	08/15/2018		M		2,265 <u>(2)</u> <u>(3)</u>	A	\$ 0	52,556	D
common stock	08/15/2018		M		2,198 <u>(2)</u> <u>(3)</u>	A	\$ 0	54,754	D
common stock	08/15/2018		M		1,760 <u>(2)</u> <u>(3)</u>	A	\$ 0	56,514	D
common stock	08/15/2018		D		6,223 <u>(3)</u>	D	\$ 25.9425	50,291	D
common stock	08/15/2018		F		4,899	D	\$ 25.9425	45,392	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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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. Amount or Number of Shares
Phantom Stock Unit	\$ 0 ⁽²⁾	08/15/2018		M	2,265	08/15/2016 02/15/2019	common stock	2,265
Phantom Stock Unit	\$ 0 ⁽²⁾	08/15/2018		M	2,198	08/15/2017 02/15/2020	common stock	2,198
Phantom Stock Unit	\$ 0 ⁽²⁾	08/15/2018		M	1,760	08/15/2018 02/15/2021	common stock	1,760

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vezza Matthew R 4 WATERWAY SQUARE PLACE, STE 100 THE WOODLANDS, TX 77380			Regional Vice President	

Signatures

/s/ Timothy D. Yang, as attorney-in-fact for Matthew R.
Vezza

08/16/2018

__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) The amount of securities beneficially owned following reporting transactions (column 5) includes 653 shares of common stock acquired by the reporting person on June 30, 2018 pursuant to the Newfield Exploration Company Employee Stock Purchase Plan.
- (2) 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.
- (3) 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).

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