

NEWFIELD EXPLORATION CO /DE/
Form 4
August 18, 2015

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)
08/15/2015

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
common stock					4,776	I	By 401(k)
common stock	08/15/2015		M		3,100	A	\$ 0 36,070
common stock	08/15/2015		M		4,800	A	\$ 0 40,870
common stock	08/15/2015		M		6,000	A	\$ 0 46,870
common stock	08/15/2015		M		4,000	A	\$ 0 50,870

common stock	08/15/2015	F	7,511	D	\$ 35.955	43,359	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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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	08/15/2015		M	3,100	08/15/2012	08/15/2015	common stock	3,100
Restricted Stock Unit	\$ 0	08/15/2015		M	4,800	08/15/2015	02/15/2018	common stock	4,800
Restricted Stock Unit	\$ 0	08/15/2015		M	6,000	08/15/2013	02/15/2016	common stock	6,000
Restricted Stock Unit	\$ 0	08/15/2015		M	4,000	08/15/2014	02/01/2017	common stock	4,000
Phantom Stock Unit	\$ 0 ⁽¹⁾	08/15/2015		M	4,000	08/15/2014	02/01/2017	common stock	4,000
Phantom Stock Unit	\$ 0 ⁽¹⁾	08/15/2015		M	4,800	08/15/2015	02/15/2018	common stock	4,800

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/ Melissa L. Mong as attorney-in-fact for Lawrence S.
Massaro

08/18/2015

__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 share of phantom stock was the economic equivalent of one share of Newfield common stock. The reporting person settled these shares of phantom stock for cash.

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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