

Packer Gary D
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 *
Packer Gary D

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
____ Officer (give title below) _____ Other (specify below)
EVP and COO

4 WATERWAY SQUARE PLACE, SUITE 100

(Street)

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

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 | | | | | 7,500 | I | By Family Trust |
| common stock ⁽¹⁾ | 08/15/2017 | | M | | 7,196 <u>(2)</u> <u>(3)</u> | A | \$ 0 326,758 D |
| common stock | 08/15/2017 | | M | | 9,015 <u>(2)</u> <u>(3)</u> | A | \$ 0 335,773 D |
| common stock | 08/15/2017 | | M | | 6,335 <u>(2)</u> <u>(3)</u> | A | \$ 0 342,108 D |
| common stock | 08/15/2017 | | D | | 22,546 <u>(3)</u> | D | \$ 25.415 319,562 D |

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common stock 08/15/2017 F 18,918 D \$ 25.415 300,644 D

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock Unit | \$ 0 ⁽²⁾ | 08/15/2017 | | M | 7,196 | 08/15/2015 02/15/2018 | common stock | 7,196 |
| Phantom Stock Unit | \$ 0 ⁽²⁾ | 08/15/2017 | | M | 9,015 | 08/15/2016 02/15/2019 | common stock | 9,015 |
| Phantom Stock Unit | \$ 0 ⁽²⁾ | 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 |
| Packer Gary D 4 WATERWAY SQUARE PLACE SUITE 100 THE WOODLANDS, TX 77380 | | | EVP and COO | |

Signatures

/s/ Timothy D. Yang as attorney-in-fact for Gary D. Packer

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) The amount of securities beneficially owned following reporting transactions (column 5) includes 614 shares of common stock acquired by the reporting person on June 30, 2017 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).

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.