

Campbell Stephen C
 Form 4
 August 16, 2018

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 *
 Campbell Stephen C

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)
 Sr Vice President-IR, GA & CR

(Last) (First) (Middle)
 4 WATERWAY SQUARE PLACE,
 SUITE 100
 (Street)

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

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 (D) Price | | | |
| common stock | | | | | 374 | I | By 401K | |
| common stock ⁽¹⁾ | 08/15/2018 | | M | | 3,625 <u>(2)</u> <u>(3)</u> | A | \$ 0 76,741 | D |
| common stock | 08/15/2018 | | M | | 1,998 <u>(2)</u> <u>(3)</u> | A | \$ 0 78,739 | D |
| common stock | 08/15/2018 | | M | | 1,074 <u>(2)</u> <u>(3)</u> | A | \$ 0 79,813 | D |
| common stock | 08/15/2018 | | D | | 6,697 <u>(3)</u> | D | \$ 25.9425 73,116 | D |

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common stock 08/15/2018 F 5,272 D \$ 25,942.5 67,844 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.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Phantom Stock Unit | \$ 0 ⁽²⁾ | 08/15/2018 | | M | 3,625 | 08/15/2016 02/15/2019 | common stock | 3,625 |
| Phantom Stock Unit | \$ 0 ⁽²⁾ | 08/15/2018 | | M | 1,998 | 08/15/2017 02/15/2020 | common stock | 1,998 |
| Phantom Stock Unit | \$ 0 ⁽²⁾ | 08/15/2018 | | M | 1,074 | 08/15/2018 02/15/2021 | common stock | 1,074 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Campbell Stephen C 4 WATERWAY SQUARE PLACE, SUITE 100 THE WOODLANDS, TX 77380 | | | Sr Vice President-IR, GA & CR | |

Signatures

/s/ Timothy D. Yang as attorney-in-fact for Stephen C. Campbell 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 203 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).

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.