

Dunn George T
Form 4
May 14, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dunn George T

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,
SUITE 100

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2018

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Sr VP - Development

(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	05/10/2018		M		4,155 (1) (2)	A \$ 0	151,560 D
common stock	05/10/2018		A		7,205 (3)	A \$ 0	158,765 D
common stock	05/10/2018		D		4,155 (1) (2)	D \$ 28.0438	154,610 D
common stock ⁽⁵⁾	05/10/2018		F		1,012	D \$ 28.0438	153,598 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit	<u>(4)</u>	05/10/2018		A		7,205		<u>(4)</u>	<u>(4)</u>	common stock	7,205
Phantom Stock Unit	\$ 0 <u>(1)</u>	05/10/2018		M		4,155		08/15/2016	02/15/2019	common stock	4,155

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dunn George T
4 WATERWAY SQUARE PLACE, SUITE 100
THE WOODLANDS, TX 77380

Sr VP - Development

Signatures

/s/ Timothy D. Yang as attorney-in-fact for George T.
Dunn

05/14/2018

__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) 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.
- (2) 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).
- (3) The shares subject to this award will be paid in two equal installments on August 15, 2018 and February 15, 2019, subject to the compliance by the awardee with certain non-competition and non-solicitation covenants.

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- Cash-settled Phantom Stock Units will be paid in two equal installments on August 15, 2018 and February 15, 2019, subject to
- (4) compliance by the awardee with certain non-competition and non-solicitation covenants. Each share of Phantom Stock is the economic equivalent of one share of Company common stock.
 - (5) The amount of securities beneficially owned following reported transactions (column 5) reflects the forfeiture of 7,205 restricted stock units previously granted on February 10, 2016, due to the retirement of Mr. Dunn.

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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