

NEWFIELD EXPLORATION CO /DE/

Form 4

August 18, 2015

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
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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)

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

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

4 WATERWAY SQUARE PLACE,
SUITE 100

08/15/2015

Sr VP - Development

(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	08/15/2015		M		3,453	A	\$ 0	112,764	D
common stock	08/15/2015		M		5,137	A	\$ 0	117,901	D
common stock	08/15/2015		M		3,000	A	\$ 0	120,901	D
common stock ⁽²⁾	08/15/2015		F		5,929	D	\$ 35.955	114,972	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
Restricted Stock Unit	\$ 0	08/15/2015		M	3,453	08/15/2015 02/15/2018	common stock 3,453
Restricted Stock Unit	\$ 0	08/15/2015		M	5,137	08/15/2013 02/15/2016	common stock 5,137
Restricted Stock Unit	\$ 0	08/15/2015		M	3,000	08/15/2014 02/01/2017	common stock 3,000
Phantom Stock Unit	\$ 0 ⁽¹⁾	08/15/2015		M	3,000	08/15/2014 02/01/2017	common stock 3,000
Phantom Stock Unit	\$ 0 ⁽¹⁾	08/15/2015		M	3,453	08/15/2015 02/15/2018	common stock 3,453

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/ Melissa L. Mong as attorney-in-fact for George T.
Dunn

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.
- (2) Includes 417 shares of common stock acquired by the reporting person on June 30, 2015 pursuant to the Newfield Exploration Company Employee Stock Purchase Plan.

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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