

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 *
Vezza Matthew R

(Last) (First) (Middle)

4 WATERWAY SQUARE PLACE,
STE 100

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NEWFIELD EXPLORATION CO
/DE/ [NFX]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
VP-Western Region

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 | | 2,437 | A | \$ 0 | 3,217 | D |
| common stock | 08/15/2015 | | M | | 3,000 | A | \$ 0 | 6,217 | D |
| common stock | 08/15/2015 | | M | | 3,056 | A | \$ 0 | 9,273 | D |
| common stock | 08/15/2015 | | F | | 2,324 | D | \$ 35.955 | 6,949 | 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 | 2,437 | 08/15/2013 02/01/2016 | common stock 2,437 |
| Restricted Stock Unit | \$ 0 | 08/15/2015 | | M | 3,000 | 08/15/2014 08/15/2016 | common stock 3,000 |
| Restricted Stock Unit | \$ 0 | 08/15/2015 | | M | 3,056 | 08/15/2015 02/15/2018 | common stock 3,056 |
| Phantom Stock Unit | \$ 0 ⁽¹⁾ | 08/15/2015 | | M | 3,056 | 08/15/2015 02/15/2018 | common stock 3,056 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Veza Matthew R
4 WATERWAY SQUARE PLACE, STE 100
THE WOODLANDS, TX 77380

VP-Western Region

Signatures

/s/ Melissa L. Mong, as attorney-in-fact for Matthew R. Veza

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)

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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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