

NEWFIELD EXPLORATION CO /DE/
Form 4
August 18, 2015

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 *
Mitchell Valerie A

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,
STE 100

(Street)

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

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP-Mid-Continent

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| common stock | 08/15/2015 | | M | | | 2,362 | A | \$ 0 | 3,629 | D | |
| common stock | 08/15/2015 | | M | | | 3,200 | A | \$ 0 | 6,829 | D | |
| common stock | 08/15/2015 | | M | | | 3,056 | A | \$ 0 | 9,885 | D | |
| common stock | 08/15/2015 | | M | | | 1,625 | A | \$ 0 | 11,510 | D | |
| common stock <u>(2)</u> | 08/15/2015 | | F | | | 3,342 | D | \$ 35.955 | 8,168 | D | |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit | \$ 0 | 08/15/2015 | | M | 2,362 | 08/15/2013 02/01/2016 | common stock | 2,362 |
| Restricted Stock Unit | \$ 0 | 08/15/2015 | | M | 3,200 | 08/15/2014 08/15/2016 | common stock | 3,200 |
| 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 |
| Restricted Stock Unit | \$ 0 | 08/15/2015 | | M | 1,625 | 08/15/2012 08/15/2015 | common stock | 1,625 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mitchell Valerie A
4 WATERWAY SQUARE PLACE, STE 100
THE WOODLANDS, TX 77380

VP-Mid-Continent

Signatures

/s/ Melissa L. Mong, as attorney-in-fact for Valerie A. Mitchell

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 541 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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