

NEWFIELD EXPLORATION CO /DE/  
Form 4  
August 17, 2016

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
Packer Gary D

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)  
08/15/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP and COO

4 WATERWAY SQUARE PLACE, SUITE 100

(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                    |                                      |  |                                |   | 7,500   | I  | By Family Trust                                       |
| common stock                    | 08/15/2016                           |  | M                              | 5,625 (1) A \$ 0  | 274,401   | D  |   |
| common stock                    | 08/15/2016                           |  | M                              | 7,196 (1) A \$ 0  | 281,597   | D  |   |
| common stock                    | 08/15/2016                           |  | M                              | 9,015 (1) A \$ 0  | 290,612   | D  |   |
| common stock                    | 08/15/2016                           |  | D                              | 21,836 (2) D \$ 47.085  | 268,776   | D  |   |

common stock      08/15/2016      F      18,322 D      \$ 47.085      250,454      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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock Unit                         | \$ 0 <sup>(1)</sup>                                    | 08/15/2016                           |  | M                              | 5,625   | 08/15/2014 02/01/2017                                    | common stock  | 5,625                         |
| Phantom Stock Unit                         | \$ 0 <sup>(1)</sup>                                    | 08/15/2016                           |  | M                              | 7,196   | 08/15/2015 02/15/2018                                    | common stock  | 7,196                         |
| Phantom Stock Unit                         | \$ 0 <sup>(1)</sup>                                    | 08/15/2016                           |  | M                              | 9,015   | 08/15/2016 02/15/2019                                    | common stock  | 9,015                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| Packer Gary D<br>4 WATERWAY SQUARE PLACE<br>SUITE 100<br>THE WOODLANDS, TX 77380 |               |           | EVP and COO |       |

## Signatures

/s/ Timothy D. Yang as attorney-in-fact for Gary D. Packer

08/17/2016

\_\_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) Transaction reflects the conversion of cash-settled restricted stock units into 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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