

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 *
Campbell Stephen C

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)
08/15/2015

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice President-Investor Rel.

(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)
				(A) or (D)	Price		
				Code	V	Amount	
common stock						I	By 401K
common stock	08/15/2015		M	4,425	A \$ 0	42,380	D
common stock	08/15/2015		M	6,667	A \$ 0	49,047	D
common stock	08/15/2015		M	2,411	A \$ 0	51,458	D
common stock	08/15/2015		M	2,475	A \$ 0	53,933	D

common stock 08/15/2015 F 5,345 D \$ 35.955 48,588 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	4,425	08/15/2013 02/15/2016	common stock 4,425
Restricted Stock Unit	\$ 0	08/15/2015		M	6,667	08/15/2014 08/15/2016	common stock 6,667
Restricted Stock Unit	\$ 0	08/15/2015		M	2,411	08/15/2015 02/15/2018	common stock 2,411
Phantom Stock Unit	\$ 0 ⁽¹⁾	08/15/2015		M	2,411	08/15/2015 02/15/2018	common stock 2,411
Restricted Stock Unit	\$ 0	08/15/2015		M	2,475	08/15/2012 08/15/2015	common stock 2,475

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Campbell Stephen C 4 WATERWAY SQUARE PLACE, SUITE 100 THE WOODLANDS, TX 77380			Vice President-Investor Rel.	

Signatures

/S/ Melissa L. Mong as attorney-in-fact for Stephen C.
Campbell

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.

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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