Massaro Lawrence S Form 4 August 17, 2017

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Massaro Lawrence S			2. Issuer Name and Ticker or Tradin Symbol NEWFIELD EXPLORATION /DE/ [NFX]	Issuer
	(First)	(Middle) PLACE,	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2017	Director 10% Owner Officer (give title Other (specify below) EVP & Chief Financial Officer
STE 100	(5.00)			
	(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
THE WOO	ODLANDS, TX 7	77380		Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securi	ties Acquired, Disposed of, or Beneficially Owne
1.Title of	2. Transaction Dat	e 2A. Deem	ed 3. 4. Securities Acq	uired (A) 5. Amount of 6. 7. Nati

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit corr Dispos (Instr. 3, 4	ed of	` ′	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)
common stock							6,902	I	By 401(k)
common stock	08/15/2017		M	4,800 (1) (2)	A	\$ 0	209,389	D	
common stock	08/15/2017		M	9,015 (1) (2)	A	\$ 0	218,404	D	
common stock	08/15/2017		M	6,335 (1) (2)	A	\$0	224,739	D	
common stock	08/15/2017		D	20,150 (2)	D	\$ 25.415	204,589	D	

Edgar Filing: Massaro Lawrence S - Form 4

common stock 08/15/2017 F 16,908 D \$ 187,681 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		rivative Expiration Date (Month/Day/Year) red sed of 3, 4,		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
Phantom Stock Unit	\$ 0 (1)	08/15/2017		M		4,800	08/15/2015	02/15/2018	common stock	4,800
Phantom Stock Unit	\$ 0 (1)	08/15/2017		M		9,015	08/15/2016	02/15/2019	common stock	9,015
Phantom Stock Unit	\$ 0 (1)	08/15/2017		M		6,335	08/15/2017	02/15/2020	common stock	6,335

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting of the Fundament	Director	10% Owner	Officer	Other				
Massaro Lawrence S 4 WATERWAY SQUARE PLACE, STE 100 THE WOODLANDS, TX 77380			EVP & Chief Financial Officer					

Signatures

/s/ Timothy D. Yang as attorney-in-fact for Lawrence S.

Massaro

08/17/2017

**Signature of Reporting Person Date

Reporting Owners 2

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) These transactions reflect the conversion of cash-settled restricted stock units into cash (i.e., the deemed acquisition and simultaneous disposition of the underlying shares of stock).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.