

Donaldson W Allen
 Form 3
 May 08, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Donaldson W Allen | | (Month/Day/Year) | NEWFIELD EXPLORATION CO /DE/ [NFX] | |
| (Last) | (First) | 04/25/2018 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 4 WATERWAY SQUARE PLACE, STE 100 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| THE WOODLANDS, TX 77380 | | | Sr Vice President-Exploration | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| common stock ⁽¹⁾ | 57,636 | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

Edgar Filing: Donaldson W Allen - Form 3

| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------|------------------|-----------------|--------------|----------------------------|--------|----------------------------|---|
| Restricted Stock Unit | Â (2) | Â (2) | common stock | 14,875 | \$ (2) | D | Â |
| Phantom Stock Unit | Â (3) | Â (3) | common stock | 7,550 | \$ (3) | D | Â |
| Restricted Stock Unit | Â (2) | Â (2) | common stock | 14,560 | \$ (2) | D | Â |
| Phantom Stock Unit | Â (4) | Â (4) | common stock | 11,087 | \$ (4) | D | Â |
| Phantom Stock Unit | Â (5) | Â (5) | common stock | 8,003 | \$ (5) | D | Â |
| Restricted Stock Unit | Â (2) | Â (2) | common stock | 24,008 | \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Donaldson W Allen 4 WATERWAY SQUARE PLACE, STE 100 THE WOODLANDS, TX 77380 | Â | Â | Â Sr Vice President-Exploration | Â |

Signatures

/s/ Timothy D. Yang as attorney-in-fact for W. Allen
Donaldson

05/08/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- The amount of securities beneficially owned (column 2), includes: (a) 8,003 shares subject to a stock-settled restricted stock unit award that vests in equal installments on August 15, 2018, August 15, 2019, and August 15, 2020 and February 15, 2021; (b) 11,087 shares
- (1) subject to a stock-settled restricted stock unit award that vests in equal installments on August 15, 2018, August 15, 2019 and February 15, 2020; and (c) 7,550 shares subject to a stock-settled restricted stock unit award that vests in equal installments on August 15, 2018 and February 15, 2019.
 - (2) The shares subject to this award have the possibility of vesting following the end of the applicable performance period, but will only vest if and to the extent certain total shareholder return and other criteria are met.
 - (3) Cash-settled Phantom Stock Units vest in equal installments on August 15, 2018 and February 15, 2019. Each share of Phantom Stock is the economic equivalent of one share of Company common stock.
 - (4) Cash-settled Phantom Stock Units vest in equal installments on August 15, 2018, August 15, 2019 and February 15, 2020. Each share of Phantom Stock is the economic equivalent of one share of Company common stock.
 - (5) Cash-settled Phantom Stock Units vest in equal installments on August 15, 2018, 2019 and 2020 and February 15, 2021. Each share of Phantom Stock is the economic equivalent of one share of Company common stock.

^

Remarks:

Exhibit^ List:^ Exhibit^ 24^ -^ Power^ of^ Attorney

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.