

NEWFIELD EXPLORATION CO /DE/

Form 4

August 19, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Packer Gary D

(Last) (First) (Middle)

4 WATERWAY SQUARE
PLACE, SUITE 100

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

NEWFIELD EXPLORATION CO
/DE/ [NFX]

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

08/15/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

EVP and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	08/15/2014		M		9,825	A	\$ 0	265,520	D
common stock	08/15/2014		M		5,625	A	\$ 0	271,145	D
common stock ⁽²⁾	08/15/2014		F		9,073	D	\$ 40.915	262,072	D

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

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SEC 1474
(9-02)

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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 (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	08/15/2014		M	9,825	08/15/2013 02/01/2016	common stock 9,825
Restricted Stock Unit	\$ 0	08/15/2014		M	5,625	08/15/2014 02/01/2017	common stock 5,625
Phantom Stock Unit	\$ 0 ⁽¹⁾	08/15/2014		M	5,625	08/15/2014 02/01/2017	common stock 5,625

Reporting Owners

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

Signatures

/S/ John D. Marziotti as attorney-in-fact for Gary D. Packer

08/19/2014

_____*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 1,000 shares of common stock acquired by the reporting person on June 30, 2014 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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