

Boothby Lee K
Form 4
August 17, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Boothby Lee K

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)
08/15/2017

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

(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)
common stock				(A) or (D)			
			Code	V	Amount		Price
common stock	08/15/2017		M		12,232 (2) (3)	A	\$ 0
common stock	08/15/2017		M		16,955 (2) (3)	A	\$ 0
common stock	08/15/2017		M		12,670 (2) (3)	A	\$ 0
common stock	08/15/2017		D		41,857 (3)	D	\$ 25.415
					4,485	I	By 401(k)
					338,674	D	
					355,629	D	
					368,299	D	
					326,442	D	

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common stock 08/15/2017 F 35,120 D \$ 25,415 291,322 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)

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
Phantom Stock Unit	\$ 0 ⁽²⁾	08/15/2017		M	12,232	08/15/2015 02/15/2018	common stock 12,232
Phantom Stock Unit	\$ 0 ⁽²⁾	08/15/2017		M	16,955	08/15/2016 02/15/2019	common stock 16,955
Phantom Stock Unit	\$ 0 ⁽²⁾	08/15/2017		M	12,670	08/15/2017 02/15/2020	common stock 12,670

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Boothby Lee K
4 WATERWAY SQUARE PLACE, SUITE 100
THE WOODLANDS, TX 77380

President and CEO

Signatures

/s/ Timothy D. Yang as attorney-in-fact for Lee K.
Boothby

08/17/2017

____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) The amount of securities beneficially owned following reporting transactions (column 5) includes 395 shares of common stock acquired by the reporting person on June 30, 2017 pursuant to the Newfield Exploration Company Employee Stock Purchase Plan.
- (2) 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.
- (3) 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.