

NEWFIELD EXPLORATION CO /DE/
Form 4
February 13, 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 *
Fairchild George W Jr

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,
STE 100

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2015

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
CAO and Asst Secretary

(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 Ownership (Instr. 4)
common stock				(A) or (D) Code V Amount (D) Price	348	I	Non-Qual Supp Deffered Comp

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 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)	Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/11/2015		A	5,100 (1)	04/15/2017 01/15/2018	common stock	5,100
Restricted Stock Unit	\$ 0	02/11/2015		A	5,400 (2)	08/15/2015 02/15/2018	common stock	5,400
Phantom Stock Unit	\$ 0	02/11/2015		A	5,400 (3)	08/15/2015 02/15/2018	common stock	5,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fairchild George W Jr 4 WATERWAY SQUARE PLACE, STE 100 THE WOODLANDS, TX 77380			CAO and Asst Secretary	

Signatures

/s/ Melissa L. Mong, attorney-in-fact for George W. Fairchild, Jr.

02/13/2015

**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) The shares subject to this award have the possibility of vesting on April 15, 2017, July 15, 2017, October 15, 2017 and January 15, 2018, and will only vest if certain performance criteria are met.
 - (2) The shares subject to this award will vest in four equal installments on August 15, 2015, 2016 and 2017 and on February 15, 2018.
 - (3) Cash-Settled Phantom Stock Units were granted on February 11, 2015 and vest in four equal installments on August 15, 2015, 2016 and 2017 and on February 15, 2018. Each share of Phantom Stock is the economic equivalent of one share of the Companys common stock.

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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