

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Dunn George T</u>			2. Issuer Name and Ticker or Trading Symbol <u>NEWFIELD EXPLORATION CO /DE/ [ NFX ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr VP - Development</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
4 WATERWAY SQUARE PLACE, SUITE 100			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>THE WOODLANDS TX 77380</u>								
(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)
			Code	V	Amount	(A) or (D)	Price			
common stock	02/14/2018		A		7,114 <sup>(1)</sup>	A	\$0	157,329	D	
common stock	02/15/2018		M		3,454 <sup>(4)(5)</sup>	A	\$0	160,783	D	
common stock	02/15/2018		D		3,454 <sup>(4)(5)</sup>	D	\$25.9575	157,329	D	
common stock	02/15/2018		F		2,719	D	\$25.9575	154,610	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock Unit	(2)	02/14/2018		A		7,114		(2)	(2)	common stock	7,114	\$0	7,114	D	
Restricted Stock Unit	(3)	02/14/2018		A		21,340		(3)	(3)	common stock	21,340	\$0	21,340	D	
Phantom Stock Unit	\$0 <sup>(4)</sup>	02/15/2018		M		3,454		08/15/2015	02/15/2018	common stock	3,454	\$0	0	D	

**Explanation of Responses:**

- The shares subject to this award will vest in four equal installments on August 15, 2018, 2019 and 2020 and February 15, 2021.
- Cash-settled Phantom Stock Units vest in four 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.
- 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.
- 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.
- 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).

/s/ Timothy D. Yang as attorney-in-fact for George T. Dunn 02/16/2018

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.