

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**

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>Packer Gary D</u>  (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 ]	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) EVP and COO
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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							7,500	I	By Family Trust	
common stock <sup>(1)</sup>	08/15/2017		M		7,196 <sup>(2)(3)</sup>	A	\$0	326,758	D	
common stock	08/15/2017		M		9,015 <sup>(2)(3)</sup>	A	\$0	335,773	D	
common stock	08/15/2017		M		6,335 <sup>(2)(3)</sup>	A	\$0	342,108	D	
common stock	08/15/2017		D		22,546 <sup>(3)</sup>	D	\$25.415	319,562	D	
common stock	08/15/2017		F		18,918	D	\$25.415	300,644	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	\$0 <sup>(2)</sup>	08/15/2017		M		7,196		08/15/2015	02/15/2018	common stock	7,196	\$0	7,197	D	
Phantom Stock Unit	\$0 <sup>(2)</sup>	08/15/2017		M		9,015		08/15/2016	02/15/2019	common stock	9,015	\$0	18,030	D	
Phantom Stock Unit	\$0 <sup>(2)</sup>	08/15/2017		M		6,335		08/15/2017	02/15/2020	common stock	6,335	\$0	19,005	D	

**Explanation of Responses:**

- The amount of securities beneficially owned following reporting transactions (column 5) includes 614 shares of common stock acquired by the reporting person on June 30, 2017 pursuant to the Newfield Exploration Company Employee Stock Purchase Plan.
- 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 Gary D. Packer 08/17/2017

\*\* 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.

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