

Massaro Lawrence S  
Form 3  
May 17, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Massaro Lawrence S		(Month/Day/Year)	NEWFIELD EXPLORATION CO /DE/ [NFX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/07/2012		
4 WATERWAY SQUARE PLACE, STE 100			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			VP - Corporate Development	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

THE WOODLANDS,Â TXÂ 77380  
(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
common stock	366 <sup>(1)</sup>	D	Â
common stock	638	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Edgar Filing: Massaro Lawrence S - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Unit <sup>(2)</sup>	04/01/2014	04/01/2016	common stock	12,500	\$ 0	D	Â
Restricted Stock Unit <sup>(3)</sup>	09/01/2012	09/01/2014	common stock	7,500	\$ 0	D	Â
Restricted Stock Unit <sup>(4)</sup>	04/15/2015	02/10/2022	common stock	7,800	\$ 0	D	Â
Restricted Stock Unit <sup>(5)</sup>	08/15/2012	08/15/2015	common stock	12,400	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Massaro Lawrence S 4 WATERWAY SQUARE PLACE, STE 100 THE WOODLANDS, TX 77380	Â	Â	Â VP - Corporate Development	Â

## Signatures

/s/ Melissa L. Mong as attorney-in-fact for Lawrence S.  
Massaro

05/17/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares were acquired by the reporting person on December 31, 2011 pursuant to the Newfield Exploration Company Employee Stock Purchase Plan.
  - (2) Restricted Stock Units were granted on May 4, 2011 under the Companys 2009 Omnibus Stock Plan and vest in 33% increments on April 1, 2014, 2015 and 2016.
  - (3) Restricted Stock Units were granted on August 24, 2011 under the Companys 2011 Omnibus Stock Plan and vest in 33% increments on September 1, 2012, 2013 and 2014.
  - (4) Restricted Stock Units were granted on February 10, 2012 under the Companys 2011 Omnibus Stock Plan and have the potential to vest beginning on April 15, 2015 based on certain performance criteria.
  - (5) Restricted Stock Units were granted on February 10, 2012 under the Companys 2011 Omnibus Stock Plan and vest in 25% increments on August 15, 2012, 2013, 2014 and 2015.

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.