

Fairchild George W Jr
 Form 4
 February 14, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Accounting Officer

(Last) (First) (Middle)
 4 WATERWAY SQUARE PLACE,
 STE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2019

THE WOODLANDS, TX 77380

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				Code	V Amount or Price			
common stock	02/13/2019		A	(1)	\$ 0	65,978	D	
common stock	02/13/2019		A	(2)	\$ 0	73,548	D	
common stock	02/13/2019		D	(3)	\$ 0	25,042	D	
common stock	02/13/2019		D	(2)	\$ 17.36	17,472	D	
common stock	02/13/2019		F		\$ 17.2775	4,394	D	

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- Pursuant to the Merger Agreement, upon consummation of the transactions contemplated therein, all outstanding Newfield time-based restricted stock units with a cash settlement feature were cancelled and each holder was entitled to receive, on a fully vested basis, for
- (2) each such restricted stock unit, a cash payment of equivalent value to the merger consideration, as described in the Merger Agreement, based on the volume weighted averages of the trading price of Encana common shares on each of the five consecutive trading days ending on the trading day that is three trading days prior to the Effective Time of the Merger. The settlement value of each cash settled restricted stock unit was \$17.36.
 - (3) Pursuant to the Merger Agreement, upon consummation of the transactions contemplated therein, each share of Newfield common stock issued and outstanding was converted into the right to receive 2.6719 Encana common shares.
- Pursuant to the Merger Agreement, upon consummation of the transactions contemplated therein, the outstanding awards of Newfield stock-settled restricted stock units were cancelled and each holder of such restricted stock units were entitled to receive, on a fully-vested
- (4) basis for each such restricted stock unit, the merger consideration, as described in the Merger Agreement and in note (3) above. There was no purchase price.

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.