WPX ENERGY, INC.

Form 4

February 26, 2014

#### FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

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response...

5 Relationship of Reporting Person(s) to

Form 4 or Form 5 obligations may continue. See Instruction

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

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

BENDER JAMES J			Symbol	Issuer			
			WPX ENERGY, INC. [WPX]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
3500 ONE WIL	LIAMS CI	ENTER	(Month/Day/Year) 02/24/2014	Director 10% Owner _X_ Officer (give title Other (specify below)  President and CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
TULSA, OK 74	1172		Filed(Month/Day/Year)	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 Acc	quired, Disposed of, or Beneficially Owned			
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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	02/24/2014		M	30,021	A	<u>(1)</u>	220,021	D	
Common Stock	02/24/2014		F	13,255 (2)	D	\$ 18.45	206,766	D	
Common Stock	02/24/2014		M	54,743 (3)	A	<u>(4)</u>	261,509	D	
Common Stock	02/24/2014		F	18,143 (2)	D	\$ 18.45	243,366	D	

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/24/2014		M		30,021	<u>(5)</u>	(5)	Common Stock	30,021
Restricted Stock Units (6)	<u>(4)</u>	02/24/2014		M		30,021	<u>(5)</u>	<u>(5)</u>	Common Stock	54,743 (3)

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BENDER JAMES J

3500 ONE WILLIAMS CENTER

**TULSA, OK 74172** 

President and CEO

## **Signatures**

By: Stephen E. Brilz, Attorney-in-Fact for James J. Bender

02/26/2014

\*\*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) Each restricted stock unit represented a contingent right to receive a share of common stock, subject to the applicable award agreement.
- (2) Represents shares withheld to satisfy withholding tax obligations due upon vesting of restricted stock units.
- (3) Includes additional shares of common stock paid out pursuant to the applicable award agreement based on a performance factor of 1.8235.

**(4)** 

Reporting Owners 2

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Each performance-based restricted stock unit represented a contingent right to receive a share of common stock, subject to adjustment based on the applicable award agreement and compensation committee certification that the Company had met the three-year performance measure.

- (5) Award vested on February 24, 2014.
- Vesting of performance-based awards are subject to compensation committee certification that the Company has met a three-year performance measure, which is based on total shareholder return with absolute and relative dependent measures.

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.