WPX ENERGY, INC.

Form 4 March 04, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3

Number: 3235-0287

January 31,

OMB APPROVAL

Expires: 2005
Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Muncrief Richard E Issuer Symbol WPX ENERGY, INC. [WPX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title _ Other (specify 3500 ONE WILLIAMS CENTER 03/02/2015 below)

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person __ Form filed by More than One Reporting Person

President and CEO

TULSA, OK 74172

(Ctota)

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transactionor Disp Code (Instr. 3 (Instr. 8)		(A) or		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	03/02/2015		A	Amount 171,428 (1)	A	\$ 0	215,428	D	
Common Stock	03/03/2015		M	23,373	A	<u>(2)</u>	238,801	D	
Common Stock	03/03/2015		F	10,486 (3)	D	\$ 10.68	228,315	D	

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

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

Edgar Filing: WPX ENERGY, INC. - Form 4

number.

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. Transactic Code (Instr. 8)	5. Number of or 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 Amor Underlying Secur (Instr. 3 and 4)	
	·			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Restricted Stock Units (4)	<u>(5)</u>	03/02/2015		A	257,142	(2)	<u>(6)</u>	<u>(6)</u>	Common Stock	25
Restricted Stock Units	(2)	03/03/2015		M		23,373	<u>(7)</u>	<u>(7)</u>	Common Stock	23
Restricted Stock Units (8)	<u>(9)</u>						(10)	05/15/2017	Common Stock	28

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Muncrief Richard E 3500 ONE WILLIAMS CENTER TULSA, OK 74172	X		President and CEO				

Signatures

By Stephen E. Brilz, Attorney-in-Fact for Richard E. Muncrief

03/04/2015

**Signature of Reporting Person

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).
- Subject to the applicable award agreement, this award vests in the following increments: 12,605 on March 2, 2016, 12,605 on March 2, 2017, and 12,605 on March 2, 2018.

Date

- (2) Each time-based restricted stock unit represented a contingent right to receive a share of common stock, subject to the applicable award agreement.
- (3) Represents shares withheld to satisfy withholding tax obligations due upon vesting of restricted stock units.
- (4) 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.

(5)

Reporting Owners 2

Edgar Filing: WPX ENERGY, INC. - Form 4

Each performance-based restricted stock unit represents 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 has met the three-year performance measure.

- (6) Subject to the applicable award agreement and compensation committee certification that the Company has met the applicable three-year performance measure, this award vests on March 2, 2018.
- (7) Award vested on March 3, 2015.
- (8) Performance-based restricted stock unit subject to satisfaction of the performance measure, which is based on the closing price of the Company's common stock during the three-year period following the date of grant.
- (9) Each performance-based restricted stock unit represents a contingent right to receive a share of common stock, subject to satisfaction of the performance measure.
 - Subject to the applicable award agreement, this award vests as follows: (1) 50% of the award will vest if, at any time from the date of grant and before the third anniversary thereof, the Closing Price of the Company's common stock is equal to or exceeds 115% of \$21.01
- (10) for twenty consecutive trading days and (2) 50% of the award will vest if, at any time from the date of grant and before the third anniversary thereof, the Closing Price of the Company's common stock is equal to or exceeds 130% of \$21.01 for twenty consecutive trading days; provided that vested shares of common stock for these performance-based restricted stock units, if any, will be issued to the reporting person no earlier than the second anniversary of the date of grant.

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.