

WPX ENERGY, INC.

Form 4

March 07, 2016

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

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CAMERON DENNIS C

(Last) (First) (Middle)

3500 ONE WILLIAMS CENTER

(Street)

TULSA, OK 74172

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WPX ENERGY, INC. [WPX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP and General Counsel

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

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)
Common Stock	03/04/2016		M	(A) or (D) Amount (1) 4,219	Price (2) 57,952	D	
Common Stock	03/04/2016		F	(3) 1,365	\$ 5.84 56,587	D	
Common Stock	03/04/2016		M	(4) 10,818	A 67,405	D	
Common Stock	03/04/2016		F	(3) 3,500	\$ 5.84 63,905	D	
Common Stock					1,800	I	By Wife

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. 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 ⁽⁵⁾	<u>(2)</u>	03/04/2016		M		6,491		<u>(6)</u>	<u>(6)</u>	Common Stock	4,219 <u>(1)</u>
Restricted Stock Units	<u>(4)</u>	03/04/2016		M		10,818		<u>(6)</u>	<u>(6)</u>	Common Stock	10,818

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CAMERON DENNIS C 3500 ONE WILLIAMS CENTER TULSA, OK 74172	SVP and General Counsel

Signatures

By Stephen E. Brilz, Attorney-in-Fact for Dennis C.
Cameron

03/07/2016

 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) Number of shares of common stock paid out was less than the number of performance-based restricted stock units originally granted based on the applicable award agreement and a performance factor of 0.65.

Each performance-based restricted stock unit represented a contingent right to receive a share of common stock, subject to adjustment

(2) based on the applicable award agreement and compensation committee certification that the Company had met the three-year performance measure.

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- (3) Represents shares withheld to satisfy withholding tax obligations due upon vesting of restricted stock units.
- (4) Each time-based restricted stock unit represented a contingent right to receive a share of common stock, subject to the applicable award agreement.
- (5) 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.
- (6) Award vested on March 4, 2016.

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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