

WPX ENERGY, INC.
Form 4
March 04, 2015

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 *
Muncrief Richard E

(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)
03/02/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount or Price		
Common Stock	03/02/2015		A		171,428 (1)	A	\$ 0 215,428 D
Common Stock	03/03/2015		M		23,373 (2)	A	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.

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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 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.
- (10)

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.