Buck Neal A Form 4 March 02, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

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

SECURITIES

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Buck Neal A

Symbol

(Check all applicable)

(Last)

(First)

(Middle) 3. Date of Earliest Transaction

ONE WILLIAMS CENTER

(Month/Day/Year)

X_ Officer (give title below)

Director

10% Owner Other (specify

02/29/2012

below)

Senior Vice President 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

4. If Amendment, Date Original

(Instr. 8)

WPX ENERGY, INC. [WPX]

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

TULSA, OK 74172

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Following

Ownership (T) (Instr. 4) (Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s) (Instr. 3 and 4)

Owned

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 18.16	02/29/2012		A	25,329	02/28/2015	02/28/2015	Common Stock	25,329
Restricted Stock Units	\$ 18.16	02/29/2012		A	3,303	02/28/2017	02/28/2017	Common Stock	3,303
Restricted Stock Units (1)	\$ 18.16	02/29/2012		A	17,345	02/28/2015	02/28/2015	Common Stock	17,345
Employee Options (Right to Buy)	\$ 18.16	02/29/2012		A	7,470	02/28/2013	02/28/2022	Common Stock	7,470
Employee Options (Right to Buy)	\$ 18.16	02/29/2012		A	7,470	02/28/2014	02/28/2022	Common Stock	7,470
Employee Options (Right to Buy)	\$ 18.16	02/29/2012		A	7,470	02/28/2015	02/28/2022	Common Stock	7,470

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Buck Neal A ONE WILLIAMS CENTER TULSA, OK 74172			Senior Vice President				
Signatures							
By: Stephen E. Brilz, Attorney- Buck	or Neal A.	03/02/2012					

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Date

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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).
- Vesting is subject to applicable grant agreement and compensation committee certification that the Company has met the three year performance measure. The specific performance measure will be 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.