

Buck Neal A  
 Form 5  
 February 13, 2012

**FORM 5**

OMB APPROVAL

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

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Buck Neal A  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

Senior Vice President

ONE WILLIAMS CENTER  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2011

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

6. Individual or Joint/Group Reporting (check applicable line)

TULSA, OK 74172

Form Filed by One Reporting Person  
 \_\_\_ Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/31/2011	Â	J <sup>(1)</sup>	2,852 A \$0	2,852	D	Â

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

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SEC 2270 (9-02)

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

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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 Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 10.86	12/31/2011	Â	A	22,081	Â	02/23/2012	02/23/2012	Common Stock	22,081
Restricted Stock Units	\$ 10.86	12/31/2011	Â	A	13,800	Â	Â (2)	Â (2)	Common Stock	13,800
Restricted Stock Units	\$ 21.22	12/31/2011	Â	A	14,176	Â	02/23/2013	02/23/2013	Common Stock	14,176
Restricted Stock Units	\$ 21.22	12/31/2011	Â	A	8,859	Â	Â (2)	Â (2)	Common Stock	8,859
Restricted Stock Units	\$ 29.73	12/31/2011	Â	A	10,712	Â	02/24/2014	02/24/2014	Common Stock	10,712
Restricted Stock Units	\$ 29.73	12/31/2011	Â	A	6,695	Â	Â (2)	Â (2)	Common Stock	6,695
Options (Right to Buy)	\$ 10.68	12/31/2011	Â	A	5,007	Â	02/25/2005	02/25/2015	Common Stock	5,007
Employee Options (Right to Buy)	\$ 12	12/31/2011	Â	A	6,884	Â	03/03/2007	03/03/2016	Common Stock	6,884
Employee Options (Right to Buy)	\$ 12	12/31/2011	Â	A	6,884	Â	03/03/2008	03/03/2016	Common Stock	6,884
Employee Options (Right to Buy)	\$ 12	12/31/2011	Â	A	6,885	Â	03/03/2009	03/03/2016	Common Stock	6,885
Employee Options	\$ 15.67	12/31/2011	Â	A	8,752	Â	02/26/2008	02/26/2017	Common Stock	8,752

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(Right to Buy)											
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	8,752	Â	02/26/2009	02/26/2017	Common Stock	8,7	
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	8,754	Â	02/26/2010	02/26/2017	Common Stock	8,7	
Stock Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	6,164	Â	02/25/2009	02/25/2018	Common Stock	6,1	
Stock Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	6,164	Â	02/25/2010	02/25/2018	Common Stock	6,1	
Stock Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	6,164	Â	02/25/2011	02/25/2018	Common Stock	6,1	
Employee Options (Right to Buy)	\$ 6.02	12/31/2011	Â	A	2,675	Â	02/23/2010	02/23/2019	Common Stock	2,6	
Employee Options (Right to Buy)	\$ 6.02	12/31/2011	Â	A	2,675	Â	02/23/2011	02/23/2019	Common Stock	2,6	
Employee Options (Right to Buy)	\$ 6.02	12/31/2011	Â	A	2,676	Â	02/23/2012	02/23/2019	Common Stock	2,6	
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	Â	A	7,983	Â	02/23/2011	02/23/2020	Common Stock	7,9	
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	Â	A	7,983	Â	02/23/2012	02/23/2020	Common Stock	7,9	
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	Â	A	7,985	Â	02/23/2013	02/23/2020	Common Stock	7,9	

Buy)

Employee  
Options  
(Right to  
Buy)

\$ 16.46 12/31/2011 Â A 6,671 Â 02/24/2012 02/24/2021 Common Stock 6,6

Employee  
Options  
(Right to  
Buy)

\$ 16.46 12/31/2011 Â A 6,673 Â 02/24/2013 02/24/2021 Common Stock 6,6

Employee  
Options  
(Right to  
Buy)

\$ 16.46 12/31/2011 Â A 6,674 Â 02/24/2014 02/24/2021 Common Stock 6,6

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Buck Neal A ONE WILLIAMS CENTER TULSA, OK 74172	Â	Â	Â Senior Vice President	Â

## Signatures

By: Stephen E. Brilz, Attorney-in-Fact for Neal A. Buck 02/13/2012

\_\_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) Receipt of spin-off distribution.

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.

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