

Vann J Kevin
 Form 5
 February 13, 2012

FORM 5

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

OMB APPROVAL
 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 *
Vann J Kevin
 (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)

ONE WILLIAMS CENTER
 (Street)

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

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
Vice President and Controller

TULSA, OK 74172
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 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 ⁽¹⁾	807 A \$0 807	807	D	Â

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 number.

SEC 2270 (9-02)

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

Edgar Filing: Vann J Kevin - Form 5

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 Underlying Securities (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	3,333	Â	02/23/2012	02/23/2012	Common Stock	3,333
Restricted Stock Units	\$ 21.22	12/31/2011	Â	A	2,138	Â	02/23/2013	02/23/2013	Common Stock	2,138
Restricted Stock Units	\$ 29.73	12/31/2011	Â	A	1,667	Â	02/24/2014	02/24/2014	Common Stock	1,667
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	1,457	Â	02/26/2008	02/26/2017	Common Stock	1,457
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	1,457	Â	02/26/2009	02/26/2017	Common Stock	1,457
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	1,461	Â	02/26/2010	02/26/2017	Common Stock	1,461
Stock Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	2,202	Â	02/25/2009	02/25/2018	Common Stock	2,202
Stock Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	2,202	Â	02/25/2010	02/25/2018	Common Stock	2,202
Stock Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	2,202	Â	02/25/2011	02/25/2018	Common Stock	2,202
Employee	\$ 6.02	12/31/2011	Â	A	2,019	Â	02/23/2012	02/23/2019	Common	2,019

Options (Right to Buy)	Exercise Price	Expiration Date	Number of Shares	Relationship	Acquisition Date	Expiration Date	Stock Type	Quantity
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	1,376	A	02/23/2012	02/23/2020	Common Stock	1,376
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	1,376	A	02/23/2012	02/23/2020	Common Stock	1,376
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	1,379	A	02/23/2013	02/23/2020	Common Stock	1,379
Employee Options (Right to Buy)	\$ 16.46	12/31/2011	1,186	A	02/24/2012	02/24/2021	Common Stock	1,186
Employee Options (Right to Buy)	\$ 16.46	12/31/2011	1,186	A	02/24/2013	02/24/2021	Common Stock	1,186
Employee Options (Right to Buy)	\$ 16.46	12/31/2011	1,188	A	02/24/2014	02/24/2021	Common Stock	1,188

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vann J Kevin ONE WILLIAMS CENTER TULSA, OK 74172			Vice President and Controller	

Signatures

By: Stephen E. Brilz, Attorney-in-Fact for J. Kevin Vann
Date: 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.

Edgar Filing: Vann J Kevin - Form 5

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.