

WPX ENERGY, INC.

Form 4

March 06, 2017

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 *
FAULKNER STEPHEN L JR

(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)
03/03/2017

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)

VP and Controller

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/03/2017		A	Amount 11,381 (1)	\$ 0	43,738.351	D
Common Stock	03/03/2017		M	628 (2)	(3)	44,366.351	D
Common Stock	03/03/2017		F	204 (4)	\$ 12.86	44,162.351	D
Common Stock	03/03/2017		M	839	(5)	45,001.351	D
Common Stock	03/03/2017		F	272 (4)	\$ 12.86	44,729.351	D

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

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SEC 1474
(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)	Amount or Number of Shares
Restricted Stock Units ⁽⁶⁾	<u>(7)</u>	03/03/2017		A		4,877	<u>(8)</u> <u>(8)</u>	Common Stock <u>(7)</u> 4,877
Restricted Stock Units ⁽⁶⁾	<u>(3)</u>	03/03/2017		M		628	<u>(9)</u> <u>(9)</u>	Common Stock <u>(2)</u> 628
Restricted Stock Units	<u>(5)</u>	03/03/2017		M		839	<u>(9)</u> <u>(9)</u>	Common Stock 839

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAULKNER STEPHEN L JR 3500 ONE WILLIAMS CENTER TULSA, OK 74172			VP and Controller	

Signatures

By Stephen E. Brilz, Attorney-in-Fact for Stephen L. Faulkner, Jr.

03/06/2017

 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).

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- (1) Subject to the applicable award agreement, this award vests in the following increments: 3,793 on March 2, 2018, 3,794 on March 1, 2019, and 3,794 on March 2, 2020.
- (2) Number of shares of common stock paid out was equal to the number of performance-based restricted stock units originally granted based on the applicable award agreement and a performance factor of 1.
Each performance-based restricted stock unit represented a contingent right to receive a share of common stock, subject to adjustment
- (3) based on the applicable award agreement and compensation committee certification that the Company had met the three-year performance measure.
- (4) Represents shares withheld to satisfy withholding tax obligations due upon vesting of restricted stock units.
- (5) Each time-based restricted stock unit represented a contingent right to receive a share of common stock, subject to the applicable award agreement.
- (6) 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.
Each performance-based restricted stock unit represents a contingent right to receive a share of common stock, subject to adjustment
- (7) based on the applicable award agreement and compensation committee certification that the Company has met the three-year performance measure.
- (8) 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, 2020.
- (9) Award vested on March 3, 2017.

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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