Vann J Kevin Form 4 March 06, 2018

FORM 4

Form 5

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

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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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Vann J Kevin Issuer Symbol WPX ENERGY, INC. [WPX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _ Other (specify X_ Officer (give title 3500 ONE WILLIAMS CENTER 03/02/2018 below) below) **EVP CFO** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **TULSA, OK 74172** Person

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative :	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/02/2018		Code V F	Amount 11,181 (1)	(D)	Price \$ 14.54	292,993	D	
Common Stock	03/02/2018		F	19,711 (1)	D	\$ 14.54	273,282	D	
Common Stock	03/02/2018		F	10,721 (1)	D	\$ 14.54	262,561	D	
Common Stock	03/02/2018		M	50,420 (2)	A	(3)	312,981	D	
Common Stock	03/02/2018		F	22,362 (4)	D	\$ 14.54	290,619	D	

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Common Stock 03/02/2018 A $\frac{79,900}{(5)}$ A \$ 0 370,519 D

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 orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Units (6)	<u>(7)</u>	03/02/2018		A	79,900		<u>(8)</u>	<u>(8)</u>	Common Stock	79,900 <u>(7)</u>
Restricted Stock Units (6)	(3)	03/02/2018		M		50,420	<u>(9)</u>	<u>(9)</u>	Common Stock	50,420 (2)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Vann J Kevin

3500 ONE WILLIAMS CENTER EVP CFO

TULSA, OK 74172

Signatures

By Stephen E. Brilz, Attorney-in-Fact for J. Kevin Vann 03/06/2018

**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) Represents shares withheld to satisfy withholding tax obligations due upon vesting of restricted stock.
- (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.

Reporting Owners 2

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- 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.
- Subject to the applicable award agreement, this award vests in the following increments: 26,633 on March 1, 2019, 26,633 on March 2, 2020, and 26,634 on March 2, 2021.
- 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, 2021.
- (9) Award vested on March 2, 2018.

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.