

HILL RALPH A
Form 5
February 13, 2012

FORM 5

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

OMB APPROVAL
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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 *
HILL RALPH 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)

ONE WILLIAMS CENTER

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Executive Officer

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 ⁽¹⁾	4,832 A \$ 0	4,832	D	Â

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

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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
Restricted Stock Units	\$ 10.86	12/31/2011	Â	A	112,320	Â	02/23/2012	02/23/2012	Common Stock	112,320
Restricted Stock Units	\$ 10.86	12/31/2011	Â	A	112,320	Â	Â ⁽²⁾	Â ⁽²⁾	Common Stock	112,320
Restricted Stock Units	\$ 21.22	12/31/2011	Â	A	55,521	Â	02/23/2013	02/23/2013	Common Stock	55,521
Restricted Stock Units	\$ 21.22	12/31/2011	Â	A	55,521	Â	Â ⁽²⁾	Â ⁽²⁾	Common Stock	55,521
Restricted Stock Units	\$ 29.73	12/31/2011	Â	A	39,258	Â	02/24/2014	02/24/2014	Common Stock	39,258
Restricted Stock Units	\$ 29.73	12/31/2011	Â	A	39,258	Â	Â ⁽²⁾	Â ⁽²⁾	Common Stock	39,258
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	26,258	Â	02/26/2008	02/26/2017	Common Stock	26,258
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	26,258	Â	02/26/2009	02/26/2017	Common Stock	26,258
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	26,259	Â	02/26/2010	02/26/2017	Common Stock	26,259
Employee Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	23,236	Â	02/25/2009	02/25/2018	Common Stock	23,236
Employee Options	\$ 20.21	12/31/2011	Â	A	23,236	Â	02/25/2010	02/25/2018	Common Stock	23,236

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(Right to Buy)											
Employee Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	23,238	Â	02/25/2011	02/25/2018	Common Stock	23	
Employee Options (Right to Buy)	\$ 6.02	12/31/2011	Â	A	56,558	Â	02/23/2010	02/23/2019	Common Stock	56	
Employee Options (Right to Buy)	\$ 6.02	12/31/2011	Â	A	56,560	Â	02/23/2011	02/23/2019	Common Stock	56	
Employee Options (Right to Buy)	\$ 6.02	12/31/2011	Â	A	56,560	Â	02/23/2012	02/23/2019	Common Stock	56	
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	Â	A	30,605	Â	02/23/2011	02/23/2020	Common Stock	30	
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	Â	A	30,605	Â	02/23/2012	02/23/2020	Common Stock	30	
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	Â	A	30,605	Â	02/23/2013	02/23/2020	Common Stock	30	
Employee Options (Right to Buy)	\$ 16.46	12/31/2011	Â	A	24,162	Â	02/24/2012	02/23/2021	Common Stock	24	
Employee Options (Right to Buy)	\$ 16.46	12/31/2011	Â	A	24,162	Â	02/24/2013	02/23/2021	Common Stock	24	
Employee Options (Right to Buy)	\$ 16.46	12/31/2011	Â	A	24,166	Â	02/24/2014	02/24/2021	Common Stock	24	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILL RALPH A ONE WILLIAMS CENTER TULSA, OK 74172	Â	Â	Â Chief Executive Officer	Â

Signatures

By: Stephen E. Brilz, Attorney-in-Fact for Ralph A. Hill

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.

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.