## Edgar Filing: WPX ENERGY, INC. - Form 4

WPX ENERGY,	INC.									
Form 4 March 06, 2013										
FORM 4									PPROVAL	
	UNITED	STATES		RITIES A			E COMMISSION	N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section					Estimated a burden hou response	irs per			
may continue. See Instruction 1(b).				•	•	ny Act of 1		on		
(Print or Type Respo	nses)									
1. Name and Address of Reporting Person <u>*</u> HILL RALPH A			2. Issuer Name <b>and</b> Ticker or Trading Symbol WPX ENERGY, INC. [WPX]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of	of Earliest T	ransaction		(Check all applicable)			
ONE WILLIAMS CENTER			(Month/Day/Year) 03/04/2013			Director 10% Owner X Officer (give title Other (specify below) Chief Executive Officer				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
TULSA, OK 741	172						Person	whole than one its	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date hth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(Instr. 5 und 1)			
Reminder: Report on	a separate line	e for each cl	ass of sec	urities bene	-	-				
					inforn requir	nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Disposed o	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	<u>(1)</u>	03/04/2013		А	78,070		(2)	(2)	Common Stock	78,070
Restricted Stock Units (3)	<u>(4)</u>	03/04/2013		А	156,141		(5)	(5)	Common Stock	156,14 <u>(4)</u>
Employee Options (Right to Buy)	\$ 14.41	03/04/2013		A	140,977		(6)	03/04/2023	Common Stock	140,97

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
HILL RALPH A ONE WILLIAMS CENTER TULSA, OK 74172			Chief Executive	Officer				
Signatures								
By: Stephen E. Brilz, Attorney A. Hill	03/06/2013							

\*\*Signature of Reporting Person

## **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) Each restricted stock unit represents a contingent right to receive a share of common stock, subject to the applicable award agreement.

Date

- (2) Subject to the applicable award agreement, this award vests on March 4, 2016.
- (3) Performance-based restricted stock units 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(4) based on the applicable award agreement and compensation committee certification that the Company has met the three-year performance measure.

- (5) 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 4, 2016.
- (6) Options vest in the following increments: 46,992 on March 4, 2014, 46,992 on March 4, 2015 and 46,993 on March 4, 2016.

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.