

WPX ENERGY, INC.
Form 3
January 06, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â CAMERON DENNIS C		(Month/Day/Year)	WPX ENERGY, INC. [WPX]	
(Last)	(First)	(Middle)	12/31/2013	
ONE WILLIAMS CENTER		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
TULSA,Â OKÂ 74172		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	23,115	\$ (2)	D	Â
Restricted Stock Units (3)	Â (4)	Â (4)	Common Stock	13,869 (5)	\$ (5)	D	Â
Employee Options (Right to Buy)	Â (6)	02/28/2022	Common Stock	8,891	\$ 18.16	D	Â
Employee Options (Right to Buy)	Â (7)	03/04/2023	Common Stock	7,812	\$ 14.41	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMERON DENNIS C ONE WILLIAMS CENTER TULSA, OK 74172	Â	Â	Â SVP and General Counsel	Â

Signatures

/s/ Dennis C.
Cameron
01/06/2014
Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Subject to the applicable award agreement, these awards vest in the following amounts: 12,297 on February 28, 2015 and 10,818 on March 4, 2016.
- (2) Each restricted stock unit represents a contingent right to receive a share of common stock, subject to the applicable award agreement.
- (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.
- (4) Subject to the applicable award agreement and compensation committee certification that the Company has met the applicable three-year performance measure, these awards vest in the following amounts: 7,378 on February 28, 2015 and 6,491 on March 4, 2016.
Each performance-based restricted stock unit represents a contingent right to receive a share of common stock, subject to adjustment
- (5) based on the applicable award agreement and compensation committee certification that the Company has met the three-year performance measure.
- (6) Options vest in the following increments: 2,963 on February 28, 2013, 2,964 on February 28, 2014 and 2,964 on February 28, 2015.
- (7) Options vest in three equal annual installments beginning on March 4, 2014.

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.