CAMERON DENNIS C
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CAMERON DENNIS C

(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)
03/01/2019

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)
EVP and General Counsel

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2019		A		55,205 (1)	A	$ 0	225,059	D	
Common Stock	03/01/2019		F		7,392 (2)	D	$ 12.54	217,667	D	
Common Stock	03/01/2019		F		5,361 (2)	D	$ 12.54	212,306	D	
Common Stock	03/02/2019		F		5,250 (2)	D	$ 12.7	207,056	D	
Common Stock	03/02/2019		M		66,666 (3)	A	(4)	273,722	D	

Common Stock	03/02/2019		F		29,567 (5)	D	$ 12.54	244,155	D	
Common Stock								1,800	I	By Wife

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)

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (6)	(7)	03/01/2019		A		55,205		(8)	(8)	Common Stock	55,205 (7)
Restricted Stock Units (6)	(4)	03/02/2019		M			33,333	(9)	(9)	Common Stock	66,666 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMERON DENNIS C 3500 ONE WILLIAMS CENTER TULSA, OK 74172			EVP and General Counsel	

Signatures

By Stephen E. Brilz, Attorney-in-Fact for Dennis C. Cameron	03/05/2019
**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) Subject to the applicable award agreement, this award vests in the following increments: 18,401 on March 2, 2020, 18,402 on March 2, 2021, and 18,402 on March 2, 2022.

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

(3) 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 2.

(4) Each performance-based restricted stock unit represented a contingent right to receive a share of common stock, subject to adjustment based on the applicable award agreement and Compensation Committee certification that the Company had met the three-year performance measure.

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

(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.

(7) Each performance-based restricted stock unit represents a contingent right to receive a share of common stock, subject to adjustment 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, 2022.

(9) Award vested on March 2, 2019.

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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