

LORCH GEORGE 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 *
LORCH GEORGE 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)

Director 10% Owner
 Officer (give title below) Other (specify below)

ONE WILLIAMS CENTER

(Street)

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

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		J ⁽¹⁾	5,154 A \$ 0	5,154	D	

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 40.51	12/31/2011	Â	A	25,976	Â	Â (2)	Â (2)	Common Stock	25,976
Restricted Stock Units	\$ 15.71	12/31/2011	Â	A	31,461	Â	Â (2)	Â (2)	Common Stock	31,461
Deferred Stock	\$ 8.19	12/31/2011	Â	A	4,411	Â	Â (3)	Â (3)	Common Stock	4,411
Restricted Stock Units	\$ 10.87	12/31/2011	Â	A	9,141	Â	Â (4)	Â (4)	Common Stock	9,141
Restricted Stock Units	\$ 10.86	12/31/2011	Â	A	14,499	Â	Â (5)	Â (5)	Common Stock	14,499
Restricted Stock Units	\$ 21.22	12/31/2011	Â	A	11,778	Â	Â (6)	Â (6)	Common Stock	11,778
Restricted Stock Units	\$ 29.73	12/31/2011	Â	A	7,349	Â	Â (7)	Â (7)	Common Stock	7,349

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LORCH GEORGE A ONE WILLIAMS CENTER TULSA,Â OKÂ 74172	Â X	Â	Â	Â

Signatures

By: Stephen E. Brilz, Attorney-in-Fact for George A. Lorch

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.

(2) Distribution upon retirement from the Board of Directors.

Represents the right to receive Common Stock at the end of his deferral period in a transaction exempt under Rule 16b-3(d). The Deferred

(3) Stock involves dividend equivalent rights which will be accrued on dividend payment dates as applicable and paid at the end of the deferral period.

(4) Distributed January 1 following retirement from the Board of Directors.

(5) Restricted Stock Units payable on May 21, 2012 or upon death or other termination of service as a non-management director of the Company.

(6) Restricted Stock Units payable on May 20, 2013 or upon death or other termination of service as a non-management director of the Company.

(7) Restricted Stock Units payable on May 19, 2014 or upon death or other termination of service as a non-management director of the Company.

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.