

MacLeod Marcia M.
Form 4
February 27, 2012

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 *
MacLeod Marcia M.

2. Issuer Name and Ticker or Trading Symbol
WPX ENERGY, INC. [WPX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE WILLIAMS CENTER

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

TULSA, OK 74172

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)			
				(A) or (D)	Price					
Common Stock ⁽¹⁾	02/23/2012		M	V	17,941	A	\$ 19.04	22,509	D	
Common Stock	02/23/2012		F		5,484	D	\$ 19.04	17,025	D	
Common Stock ⁽²⁾ ⁽³⁾	02/23/2012		M		20,060	A	\$ 19.04	37,085	D	
Common Stock	02/23/2012		F		6,467	D	\$ 19.04	30,618	D	

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

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(9-02)

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 ⁽¹⁾	\$ 19.04	02/23/2012		M	17,941	02/23/2012	02/23/2012	Common Stock	17,941
Restricted Stock Units ⁽²⁾	\$ 19.04	02/23/2012		M	11,213	02/23/2012	02/23/2012	Common Stock	11,213

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacLeod Marcia M. ONE WILLIAMS CENTER TULSA, OK 74172			Senior Vice President	

Signatures

By: Stephen E. Brilz, Attorney-in-Fact for Marcia M. MacLeod 02/27/2012

__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) Payout of Restricted Stock Units, in a transaction exempt under Rules 16b-3(d) and 16b-6(b), of shares of Common Stock awarded under the WPX Energy, Inc. 2011 Incentive Plan of which a portion of the shares were withheld for taxes.

(2) Payout of performance-based Restricted Stock Units, in a transaction exempt under Rules 16b-3(d) and 16b-6(b), of shares of Common Stock awarded under the WPX Energy, Inc. 2011 Incentive Plan of which a portion of the shares were withheld for taxes.

(3) Includes additional performance-based Restricted Stock Units paid out pursuant to a performance factor of 1.789.

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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