WPX ENERGY, INC. Form 4

May 16, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Muncrief Richard E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

WPX ENERGY, INC. [WPX]

(Check all applicable)

(Last) (First) (Middle)

(Street)

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

\_X\_\_ Director

10% Owner \_ Other (specify

3500 ONE WILLIAMS CENTER

05/15/2016

X\_ Officer (give title below) President and CEO

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

**TULSA, OK 74172** 

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative So	ecuriti	ies Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securitie			5. Amount of	6.	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Securities Beneficially	Ownership Form: Direct	Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned Following	(D) or Indirect (I)	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	05/15/2016		M	144,347	A	<u>(1)</u>	539,852	D	
Common Stock	05/15/2016		F	67,771 (2)	D	\$ 9.12	472,081	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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)	orDerivative		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 (3)	(1)	03/15/2016		M		144,347	<u>(4)</u>	<u>(4)</u>	Common Stock	144,347

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
110portung	Director	10% Owner	Officer	Other			
Muncrief Richard E 3500 ONE WILLIAMS CENTER TULSA, OK 74172	X		President and CEO				

## **Signatures**

By Stephen E. Brilz, Attorney-in-Fact for Richard E.

Muncrief 05/16/2016

\*\*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).
- Each performance-based restricted stock unit represented a contingent right to receive a share of common stock, subject to satisfaction of the applicable vesting criteria.
- (2) Represents shares withheld to satisfy withholding tax obligations due upon vesting of restricted stock units.
- Vesting of the performance-based restricted stock units was subject to satisfaction of the performance measure, which was based on the closing price of the Company's common stock during the three-year period following the date of grant.
- (4) Award vested on May 15, 2016, after satisfaction of the applicable performance vesting criteria.

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.

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