

CAMERON DENNIS C
Form 4
March 06, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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)

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

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

3500 ONE WILLIAMS CENTER

03/02/2018

SVP and General Counsel

(Street)

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

TULSA, OK 74172

(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 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	03/02/2018		F	5,591 (1) D \$ 14.54	145,317	D	
Common Stock	03/02/2018		F	7,392 (1) D \$ 14.54	137,925	D	
Common Stock	03/02/2018		F	5,361 (1) D \$ 14.54	132,564	D	
Common Stock	03/02/2018		M	25,210 (2) A (3)	157,774	D	
Common Stock	03/02/2018		F	11,181 (4) D \$ 14.54	146,593	D	

Edgar Filing: CAMERON DENNIS C - Form 4

Common Stock	03/02/2018	A	35,511 <u>(5)</u>	A	\$ 0	182,104	D	
Common Stock						1,800	I	By Wife

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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 Share
Restricted Stock Units <u>(6)</u>	<u>(7)</u>	03/02/2018		A	35,511	<u>(8)</u> <u>(8)</u>	Common Stock <u>(7)</u> 35,511
Restricted Stock Units <u>(6)</u>	<u>(3)</u>	03/02/2018		M	25,210	<u>(9)</u> <u>(9)</u>	Common Stock <u>(2)</u> 25,210

Reporting Owners

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

Signatures

By Stephen E. Brilz, Attorney-in-Fact for Dennis C. Cameron
Date: 03/06/2018

**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).

Edgar Filing: CAMERON DENNIS C - Form 4

- (1) Represents shares withheld to satisfy withholding tax obligations due upon vesting of restricted stock.
- (2) 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 1.
Each performance-based restricted stock unit represented a contingent right to receive a share of common stock, subject to adjustment
- (3) based on the applicable award agreement and compensation committee certification that the Company had met the three-year performance measure.
- (4) Represents shares withheld to satisfy withholding tax obligations due upon vesting of restricted stock units.
- (5) Subject to the applicable award agreement, this award vests in the following increments: 11,837 on March 1, 2019, 11,837 on March 2, 2020, and 11,837 on March 2, 2021.
- (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.
Each performance-based restricted stock unit represents a contingent right to receive a share of common stock, subject to adjustment
- (7) 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, 2021.
- (9) Award vested on March 2, 2018.

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.