WPX ENERGY, INC.

Form 4 May 26, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * WORK DAVID F

(First)

(Street)

3500 ONE WILLIAMS CENTER

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

WPX ENERGY, INC. [WPX]

3. Date of Earliest Transaction

(Month/Day/Year) 05/21/2015

(Middle)

Other (specify Officer (give title below)

(Check all applicable)

10% Owner

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

X 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 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A)

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	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)						
			Co	ode V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Time-Based Restricted Stock Units	<u>(1)</u>	05/21/2015	A	(2)	13,376		(3)	(3)	Common Stock	13,376

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WORK DAVID F 3500 ONE WILLIAMS CENTER X TULSA, OK 74172

Signatures

By: Stephen E. Brilz, Attorney-in-Fact for David F. Work 05/26/2015

**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) Each time-based restricted stock unit represents a contingent right to receive a share of common stock, subject to the applicable award agreement.
- (2) Represents grant of restricted stock units as a result of the reporting person's election to defer receipt of award of restricted stock.
- Subject to the applicable award agreement, this award will vest upon the reporting person's Separation from Service (as defined in the (3) WPX Energy Board of Directors Nonqualified Deferred Compensation Plan), so long as such Separation from Service occurs on or after the one-year anniversary of the grant date.

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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