WPX ENERGY, INC. Form 4

March 04, 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

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 * Gaspar Clay M

(First) (Middle) (Last)

3500 ONE WILLIAMS CENTER

(Street)

TULSA, OK 74172

2. Issuer Name and Ticker or Trading

WPX ENERGY, INC. [WPX]

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

03/02/2015

Symbol

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

3.

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) Senior Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Securities

Owned Following

Reported

75,630

Beneficially

below)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Code (D) (Instr. 8)

Transaction(A) or Disposed of (Instr. 3, 4 and 5) (A)

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

4. Securities Acquired

75,630 Common 03/02/2015 A A \$0 (1) Stock

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial

Indirect (I) Ownership (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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)

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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. Transactic Code (Instr. 8)	5. Number of or 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 of Number of Shares
Restricted Stock Units (2)	(3)	03/02/2015		A	50,420	<u>(4)</u>	<u>(4)</u>	Common Stock	50,420 (3)
Restricted Stock Units (5)	<u>(6)</u>					<u>(7)</u>	10/27/2017	Common Stock	72,687
Restricted Stock Units	<u>(9)</u>					(10)	(10)	Common Stock	147,577

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
Gaspar Clay M			Senior				
3500 ONE WILLIAMS CENTER			Vice				
TULSA, OK 74172			President				
Signatures							
By Stephen E. Brilz, Attorney-in-Fact f	or Clay M.		03/04/2015				

Explanation of Responses:

**Signature of Reporting Person

- * 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) Subject to the applicable award agreement, this award vests in the following increments: 25,210 on March 2, 2016, 25,210 on March 2, 2017, and 25,210 on March 2, 2018.

Date

- (2) 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 based on the applicable award agreement and compensation committee certification that the Company has met the three-year performance measure.
- (4) 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, 2018.
- (5) Vesting of performance-based awards are subject to compensation committee certification that the Company has met the performance measure.

Reporting Owners 2

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- Each performance-based restricted stock unit represents a contingent right to receive a share of common stock, subject to adjustment **(6)** based on the applicable award agreement and compensation committee certification that the Company has met the performance measure.
 - Subject to the applicable award agreement, these performance-based restricted stock units vest as follows: (1) 1/3 of the award will vest if, at any time from the date of grant and before the third anniversary thereof, the Closing Price of the Company's common stock is equal to or exceeds 115% of \$18.16 for 20 consecutive trading days and (2) 2/3 of the award will vest if, at any time from the date of grant and before the third anniversary thereof, the Closing Price of the Company's common stock is equal to or exceeds 130% of \$18.16 for 20
- **(7)** consecutive trading days; provided that vested shares of common stock for these performance-based restricted stock units, if any, will be issued to the reporting person no earlier than the second anniversary of the date of grant.
- Each performance-based restricted stock unit represented a contingent right to receive a share of common stock, subject to adjustment based on the applicable award agreement and compensation committee certification that the Company had met the three-year performance measure.
- Each time-based restricted stock unit represents a contingent right to receive a share of common stock, subject to the applicable award **(9)** agreement.
- Subject to the applicable award agreement, this award vests in the following increments: 49,192 on October 27, 2015, 49,192 on October 27, 2016 and 49,193 on October 27, 2017.

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.