

WPX ENERGY, INC.

Reported by

NATALI STEVEN G.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/05/14 for the Period Ending 03/03/14

Address	ONE WILLIAMS CENTER TULSA, OK 74172
Telephone	9185732000
CIK	0001518832
Symbol	WPX
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Operations
Sector	Energy
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Natali Steven G. (Last) (First) (Middle) 3500 ONE WILLIAMS CENTER (Street) TULSA, OK 74172 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol WPX ENERGY, INC. [WPX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/3/2014</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	3/3/2014		A		19461		(2)	(2)	Common Stock	19461	\$0.00	64144	D	
Restricted Stock Units (3)	(4)	3/3/2014		A		17029		(5)	(5)	Common Stock	17029 (4)	\$0.00	54056	D	
Employee Options (Right to Buy)	\$17.47	3/3/2014		A		21022		(6)	3/3/2024	Common Stock	21022	\$0.00	21022	D	

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive a share of common stock, subject to the applicable award agreement.
- (2) Subject to the applicable award agreement, this award vests in the following increments: 6,487 on March 3, 2015, 6,487 on March 3, 2016 and 6,487 on March 3, 2017.
- (3) Performance-based restricted stock units 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.
- (4) 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.
- (5) 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 3, 2017.
- (6) Options vest in the following increments: 7,007 on March 3, 2015, 7,007 on March 3, 2016 and 7,008 on March 3, 2017.

Reporting Owners

	Relationships
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Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Natali Steven G. 3500 ONE WILLIAMS CENTER TULSA, OK 74172			Senior Vice President	

Signatures

By: Stephen E. Brilz, Attorney-in-Fact for Steven G. Natali

3/5/2014

** Signature of Reporting Person

Date

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

* 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).

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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