

WPX ENERGY, INC. Reported by NATALI STEVEN G.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/06/13 for the Period Ending 03/04/13

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





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

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

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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 *				2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
G.			V	VP	X ENI	ERO	GY, IN	C. [WP	X]					
				. D	ate of Ea	rlies	st Transac	ction (MM/	DD/YYYY) Direct	or	_	10% Ov	wner
(Last) (First) (Middle)				(X Offic	X _ Officer (give title below) Other (specify			
ONE WILLIAMS CENTER				2/4/2012						/	aa Duaaid	14		
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(Bileet)							, Date Of	igiliai i ile	u			iii/Oroup i	mig (Che	eck
4172			Ì								,			
TULSA, OK 74172 (City) (State) (Zip)											X _ Form filed by One Reporting Person Form filed by More than One Reporting Person			
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	Table	I - Non-	Deriv	ati	ive Secu	ritie	s Acquir	ed, Dispo	sed of, o	or Beneficially	y Owned			
				ans.	2A.				5. A	amount of Securiti	es Beneficia	lly Owned	6.	7. Nature
(Instr. 3)			Date											n: Beneficial
					Date, if			(Instr. 3, 4 an	d 5)				Direct (D)	Ownership
					any			(A)					(I) (Instr.	(Instr. 4)
							Code V		Price				4)	
					· ·									
le II - Der	rivative	Securiti	ies Be	ne	ficially ()wn	ed (<i>e.g.</i>	, puts, cal	ls, warr	ants, options	, convert	ible secur	ities)	
2.						of							10.	11. Nature
	Date												of Indirect Beneficial	
Price of Derivative Date, if Acquire Dispose		(1115111	Acquire							(Instr. 5)	Securities	Derivative C	Ownership	
										Security: Direct (D)	(Instr. 4)			
Security				- 1	` '							Following	or Indirect	
							Date	Expiration	m: 1	Amount or				
			Code	v	(A)	(D)	Exercisabl		Title	Number of Shares		(s) (Instr. 4)	,	
(1)	3/4/2013		A		23594		(2)	(2)	Common Stock	23594	\$0.00	54705	D	
(4)	3/4/2013		A .	П	20645		(5)	(5)	Common	20647 (4)	\$0.00	42202	D	
(+)			A		40045		(3)	(3)	Stock	20645 (4)	\$0.00	43292	ע	
\$14.41	3/4/2013		A		26629		(6)	3/4/2023	Common Stock	26629	\$0.00	26629	D	
	G. (First) AMS CE (Street) 74172 (State) Le II - Der 2. Conversion or Exercise Price of Derivative Security (1) (4)	(First) (Mina CENTEI (Street) 74172 (State) (Zing Table Conversion or Exercise Price of Derivative Security (1) 3/4/2013 (4) 3/4/2013	G. (First) (Middle) AMS CENTER (Street) /4172 (State) (Zip) Table I - Non- le II - Derivative Securiti 2. Conversion or Exercise Price of Derivative Security (1) 3/4/2013 (4) 3/4/2013	G. (First) (Middle) 3 AMS CENTER (Street) 4 (Magnetic Street) 4 (G. (First) (Middle) 3. D AMS CENTER (Street) 4. If (MM/ (MATT2) (State) (Zip) Table I - Non-Derivative Securities Bene 2. Trans. Date 2. Trans. Date 2. Trans. Date Conversion or Exercise Price of Derivative Security Price of Derivative Securities Bene (Instr. 8) Code (Instr. 8) Code V (1) 3/4/2013 A (4) 3/4/2013 A	G. (First) (Middle) 3. Date of Each MS CENTER (Street) 4. If Amendra (MM/DD/YYYY) 4172 (State) (Zip) Table I - Non-Derivative Securities Beneficially Code Execution Date, if any 2. 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Date of Earliest Transaction (MM/DD/YYYY 3/4/2013 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) Table I - Non-Derivative Securities Acquired, Disposed of, Outling of Execution Date, if any 2. Trans. Date Deemed Execution Date, if any Be II - Derivative Securities Beneficially Owned (e.g., puts, calls, warr Code Execution Date, if any 3. Trans. Code V Amount (D) Price Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable Expiration Title Exercisable Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3) and Expiration Date Securities Acquired (A) or Disposed o	G. 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Securities 4. Securities 5. Amount of Securities Beneficially Owned 6. Ownership Form: Direct (D) or Indirect (D) Original Filed 6. Ownership Form: Original Filed 6. Amount of Securities Beneficially Owned (e.g. puts, calls, warrants, options, convertible securities) 6. Ownership Form: Original Filed 6. Amount of Securities Underlying Derivative Securities Indicated (I) (Instr. 3) and 4) 6. Ownership Form: Original Filed 6. Amount of Securities Underlying Derivative Securities Indicated (I) (Instr. 3) and 4) 6. Ownership Form: Original Filed 6. Amount of Securities Underlying Derivative Securities Underlying Derivative Securities Underlying Securities Underlying Derivative Securities Underlying Securities Underlying Derivative Securities Underlying Securities Underlyin

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 on March 4, 2016.
- (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 4, 2016.
- (6) Options vest in the following increments: 8,876 on March 4, 2014, 8,876 on March 4, 2015 and 8,877 on March 4, 2016.

Reporting Owners

Reporting Owner Name / Address Director 10% Owner Officer Oth	Paparting Owner Name / Address	Relationships					
	Reporting Owner Name / Address	SDirector 10% Owner Officer Ot	ther				

Natali Steven G.	
ONE WILLIAMS CENTER	Senior Vice President
TULSA OK 74172	

Signatures

By: Stephen E. Brilz, Attorney-in-Fact on behalf of Steven G. Natali 3/6/2013 Date

** Signature of Reporting Person

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.

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.