

WPX ENERGY, INC.

Reported by
HILL RALPH A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/26/13 for the Period Ending 02/23/13

| | |
|-------------|--|
| Address | ONE WILLIAMS CENTER TULSA, OK 74172 |
| Telephone | 9185732000 |
| CIK | 0001518832 |
| Symbol | WPX |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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[] 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
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) | | |
| HILL RALPH A | | | WPX ENERGY, INC. [WPX] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| | | | 2/23/2013 | | | | | |
| ONE WILLIAMS CENTER | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| (Street) | | | | | | <input type="checkbox"/> Form filed by One Reporting Person | | |
| TULSA, OK 74172 | | | | | | <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) | | | (State) | | | (Zip) | | |

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 | | | |
| Common Stock | 2/23/2013 | | M | | 55521 | A | (1) | 248235 | D | |
| Common Stock | 2/23/2013 | | F | | 26206 (2) | D | \$14.90 | 222029 | D | |
| Common Stock | 2/23/2013 | | M | | 104512 (3) | A | (4) | 326541 | D | |
| Common Stock | 2/23/2013 | | F | | 39577 (2) | D | \$14.90 | 286964 | D | |

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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 2/23/2013 | | M | | 55521 | (5) | (5) | Common Stock | 55521 | (1) | 119075 | D | |
| Restricted Stock Units (6) | (4) | 2/23/2013 | | M | | 55521 | (5) | (5) | Common Stock | 104512 (3) | (4) | 149390 | D | |

Explanation of Responses:

- (1) Each restricted stock unit represented a contingent right to receive a share of common stock, subject to the applicable award agreement.
- (2) Represents shares withheld to satisfy withholding tax obligations due upon vesting of restricted stock units.
- (3) Includes additional shares of common stock paid out pursuant to the applicable award agreement based on a performance factor of 1.8824.
- (4) 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.

(5) Award vested on February 23, 2013.

(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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HILL RALPH A ONE WILLIAMS CENTER TULSA, OK 74172 | | | Chief Executive Officer | |

Signatures

By: Stephen E. Brilz, Attorney-in-Fact for Ralph A. Hill

2/26/2013

** 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.

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.