

WPX ENERGY, INC.

Reported by
MUNCRIEF RICHARD E

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/19/14 for the Period Ending 05/15/14

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**

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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 * Muncrief Richard E (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) President and CEO
3. Date of Earliest Transaction (MM/DD/YYYY) 5/15/2014		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				
Restricted Stock Units	(1)	5/15/2014		A		70120	(2)	(2)	Common Stock	70120	\$0.00	70120	D	
Restricted Stock Units (3)	(4)	5/15/2014		A		140240	(5)	(5)	Common Stock	140240 (4)	\$0.00	140240	D	
Employee Options (Right to Buy)	\$21.45	5/15/2014		A		121167	(6)	3/3/2024	Common Stock	121167	\$0.00	121167	D	
Restricted Stock Units	(1)	5/15/2014		A		192463	(7)	(7)	Common Stock	192463	\$0.00	262583	D	
Restricted Stock Units (8)	(9)	5/15/2014		A		288694	(10)	5/15/2017	Common Stock	288694	\$0.00	288694	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: 23,373 on March 3, 2015, 23,373 on March 3, 2016 and 23,374 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: 40,389 on March 3, 2015, 40,389 on March 3, 2016 and 40,389 on March 3, 2017.
- (7) Subject to the applicable award agreement, this award vests on May 15, 2015.
- (8) Performance-based restricted stock unit subject to satisfaction of the performance measure, which is based on the closing price of the Company's common stock during the three-year period following the date of grant.
- (9) Each performance-based restricted stock unit represents a contingent right to receive a share of common stock, subject to satisfaction of the performance measure.
- (10) Subject to the applicable award agreement, this award vests as follows: (1) 50% 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 \$21.01 for twenty consecutive trading days and (2) 50% 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 \$21.01 for twenty 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Muncrief Richard E 3500 ONE WILLIAMS CENTER TULSA, OK 74172			President and CEO	

Signatures

By: Stephen E. Brilz, Attorney-in-Fact for Richard E. Muncrief

5/19/2014

** 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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