GUDERIAN BRYAN K

Form 4

February 27, 2012

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Add GUDERIAN	*	ng Person *	2. Issuer Name and Ticker or Trading Symbol WPX ENERGY, INC. [WPX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(
ONE WILLIA	AMS CENTE	ER	(Month/Day/Year) 02/23/2012	Director 10% Owner _X_ Officer (give title Other (specify below) Senior Vice President			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
TULSA, OK 74172				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative (Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit on(A) or Dia (Instr. 3, 4)	sposed	of (D)	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)
Common Stock (1)	02/23/2012		M M	22,081	A	\$ 19.04	22,081	D	
Common Stock	02/23/2012		F	7,000	D	\$ 19.04	15,081	D	
Common Stock (2) (3)	02/23/2012		M	24,688	A	\$ 19.04	39,769	D	
Common Stock	02/23/2012		F	7,949	D	\$ 19.04	31,820	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)

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)	ransactionDerivative ode Securities		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 or Number of Shares
Restricted Stock Units (1)	\$ 19.04	02/23/2012		M	2	22,081	02/23/2012	02/23/2012	Common Stock	22,081
Restricted Stock Units (2)	\$ 19.04	02/23/2012		M	1	13,800	02/23/2012	02/23/2012	Common Stock	13,800

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GUDERIAN BRYAN K ONE WILLIAMS CENTER TULSA, OK 74172

Senior Vice President

Signatures

By: Stephen E. Brilz, Attorney-in-Fact for Bryan K. Guderian

02/27/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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) Payout of Restricted Stock Units, in a transaction exempt under Rules 16b-3(d) and 16b-6(b), of shares of Common Stock awarded under the WPX Energy, Inc. 2011 Incentive Plan of which a portion of the shares were withheld for taxes.
- (2) Payout of performance-based Restricted Stock Units, in a transaction exempt under Rules 16b-3(d) and 16b-6(b), of shares of Common Stock awarded under the WPX Energy, Inc. 2011 Incentive Plan of which a portion of the shares were withheld for taxes.
- (3) Includes additional performance-based Restricted Stock Units paid out pursuant to a performance factor of 1.789.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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