Natali Steven G. Form 4 March 02, 2012

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Natali Steven G.

(First) (Middle) (Last)

ONE WILLIAMS CENTER

(Street)

TULSA, OK 74172

(City)

2. Issuer Name and Ticker or Trading Symbol

WPX ENERGY, INC. [WPX]

3. Date of Earliest Transaction (Month/Day/Year)

02/29/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify

below) below) Senior Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

(A)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)				
	,				(Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 18.16	02/29/2012		A	18,722	02/28/2015	02/28/2015	Common Stock	18,722
Restricted Stock Units	\$ 18.16	02/29/2012		A	2,367	02/28/2017	02/28/2017	Common Stock	2,367
Restricted Stock Units (1)	\$ 18.16	02/29/2012		A	16,382	02/28/2015	02/28/2015	Common Stock	16,382
Employee Options (Right to Buy)	\$ 18.16	02/29/2012		A	7,055	02/28/2013	02/28/2022	Common Stock	7,055
Employee Options (Right to Buy)	\$ 18.16	02/29/2012		A	7,055	02/28/2014	02/28/2022	Common Stock	7,055
Employee Options (Right to Buy)	\$ 18.16	02/29/2012		A	7,055	02/28/2015	02/28/2022	Common Stock	7,055

Reporting Owners

Reporting Owner Name / Address	Relationships							
Troporting of their remover removes	Director	10% Owner	Officer	Other				
Natali Steven G. ONE WILLIAMS CENTER TULSA, OK 74172			Senior Vice President					
Signatures								
By: Stephen E. Brilz, Attorney- Natali	or Steven G.	03/02/2012						
**Signature of Reporti	ng Person		Date					

Reporting Owners 2

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).
- Vesting is subject to applicable grant agreement and compensation committee certification that the Company has met the three year

 (1) performance measure. The specific performance measure will be based on total shareholder return with absolute and relative dependent measures.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.