

Fiser Michael R  
 Form 5  
 February 13, 2012

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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. Name and Address of Reporting Person \*  
**Fiser Michael R**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**WPX ENERGY, INC. [WPX]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**ONE WILLIAMS CENTER**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2011**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior Vice President**

**TULSA, OK 74172**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/31/2011	Â	J <sup>(1)</sup>	2,553 A \$ 0	2,553	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 10.86	12/31/2011	Â	A	10,765	Â	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	10,765
Restricted Stock Units	\$ 10.86	12/31/2011	Â	A	17,223	Â	02/23/2012	02/23/2012	Common Stock	17,223
Restricted Stock Units	\$ 21.22	12/31/2011	Â	A	7,220	Â	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	7,220
Restricted Stock Units	\$ 21.22	12/31/2011	Â	A	11,553	Â	02/23/2013	02/23/2013	Common Stock	11,553
Restricted Stock Units	\$ 29.73	12/31/2011	Â	A	5,768	Â	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	5,768
Restricted Stock Units	\$ 29.73	12/31/2011	Â	A	9,229	Â	02/24/2014	02/24/2014	Common Stock	9,229
Options (Right to Buy)	\$ 10.68	12/31/2011	Â	A	3,338	Â	02/25/2005	02/25/2015	Common Stock	3,338
Employee Options (Right to Buy)	\$ 12	12/31/2011	Â	A	5,967	Â	03/03/2007	03/03/2016	Common Stock	5,967
Employee Options (Right to Buy)	\$ 12	12/31/2011	Â	A	5,967	Â	03/03/2008	03/03/2016	Common Stock	5,967
Employee Options (Right to Buy)	\$ 12	12/31/2011	Â	A	5,967	Â	03/03/2009	03/03/2016	Common Stock	5,967
Employee Options	\$ 15.67	12/31/2011	Â	A	6,418	Â	02/26/2008	02/26/2017	Common Stock	6,418

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(Right to Buy)											
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	6,418	Â	02/26/2009	02/26/2017	Common Stock	6,418	
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	6,420	Â	02/26/2010	02/26/2017	Common Stock	6,420	
Stock Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	2,446	Â	02/25/2009	02/25/2018	Common Stock	2,446	
Stock Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	2,446	Â	02/25/2010	02/25/2018	Common Stock	2,446	
Stock Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	2,446	Â	02/25/2011	02/25/2018	Common Stock	2,446	
Employee Options (Right to Buy)	\$ 19.95	12/31/2011	Â	A	2,010	Â	05/01/2009	05/01/2018	Common Stock	2,010	
Employee Options (Right to Buy)	\$ 19.95	12/31/2011	Â	A	2,010	Â	05/01/2010	05/01/2018	Common Stock	2,010	
Employee Options (Right to Buy)	\$ 19.95	12/31/2011	Â	A	2,010	Â	05/01/2011	05/01/2018	Common Stock	2,010	
Employee Options (Right to Buy)	\$ 6.02	12/31/2011	Â	A	9,134	Â	02/23/2012	02/23/2019	Common Stock	9,134	
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	Â	A	6,505	Â	02/23/2011	02/23/2020	Common Stock	6,505	
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	Â	A	6,507	Â	02/23/2012	02/23/2020	Common Stock	6,507	

Buy)

Employee  
Options  
(Right to  
Buy)

\$ 11.75 12/31/2011 Â A 6,508 Â 02/23/2013 02/23/2020 Common Stock 6,5

Employee  
Options  
(Right to  
Buy)

\$ 16.46 12/31/2011 Â A 5,748 Â 02/24/2012 02/24/2021 Common Stock 5,7

Employee  
Options  
(Right to  
Buy)

\$ 16.46 12/31/2011 Â A 5,748 Â 02/24/2013 02/24/2021 Common Stock 5,7

Employee  
Options  
(Right to  
Buy)

\$ 16.46 12/31/2011 Â A 5,751 Â 02/24/2014 02/24/2021 Common Stock 5,7

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fiser Michael R ONE WILLIAMS CENTER TULSA, OK 74172	Â	Â	Â Senior Vice President	Â

## Signatures

By: Stephen E. Brilz, Attorney-in-Fact for Michael R. Fiser 02/13/2012

\_\_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) Receipt of spin-off distribution.

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

(2) 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 provided 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.