

GUDERIAN BRYAN K
 Form 5
 February 13, 2012

FORM 5

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

OMB APPROVAL
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 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 *
 GUDERIAN BRYAN K
 (Last) (First) (Middle)

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

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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Senior Vice President

6. Individual or Joint/Group Reporting
 (check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

ONE WILLIAMS CENTER
 (Street)
 TULSA, OK 74172
 (City) (State) (Zip)

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) (A) or (D) Price	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 Indirect Beneficial Ownership (Instr. 4)
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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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(A)	(D)								
Restricted Stock Units	\$ 10.86	12/31/2011	Â	A	13,800	Â	Â (1)	Â (1)	Common Stock	13,800
Restricted Stock Units	\$ 10.86	12/31/2011	Â	A	22,081	Â	02/23/2012	02/23/2012	Common Stock	22,081
Restricted Stock Units	\$ 21.22	12/31/2011	Â	A	8,859	Â	Â (1)	Â (1)	Common Stock	8,859
Restricted Stock Units	\$ 21.22	12/31/2011	Â	A	14,176	Â	02/23/2013	02/23/2013	Common Stock	14,176
Restricted Stock Units	\$ 29.73	12/31/2011	Â	A	6,431	Â	Â (1)	Â (1)	Common Stock	6,431
Restricted Stock Units	\$ 29.73	12/31/2011	Â	A	10,292	Â	02/23/2014	02/23/2014	Common Stock	10,292
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	8,752	Â	02/26/2008	02/26/2017	Common Stock	8,752
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	8,752	Â	02/26/2009	02/26/2017	Common Stock	8,752
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	8,752	Â	02/26/2010	02/26/2017	Common Stock	8,752
Stock Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	7,143	Â	02/25/2009	02/25/2018	Common Stock	7,143
Stock Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	7,143	Â	02/25/2010	02/25/2018	Common Stock	7,143

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Stock Options (Right to Buy)	\$ 2	12/31/2011	Â	A	7,143	Â	02/25/2011	02/25/2018	Common Stock	7,143
Employee Options (Right to Buy)	\$ 6.02	12/31/2011	Â	A	11,710	Â	02/23/2012	02/23/2019	Common Stock	11,710
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	Â	A	7,983	Â	02/23/2011	02/23/2020	Common Stock	7,983
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	Â	A	7,983	Â	02/23/2012	02/23/2020	Common Stock	7,983
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	Â	A	7,985	Â	02/23/2013	02/23/2020	Common Stock	7,985
Employee Options (Right to Buy)	\$ 16.46	12/31/2011	Â	A	6,409	Â	02/24/2012	02/24/2021	Common Stock	6,409
Employee Options (Right to Buy)	\$ 16.46	12/31/2011	Â	A	6,409	Â	02/24/2013	02/24/2021	Common Stock	6,409
Employee Options (Right to Buy)	\$ 16.46	12/31/2011	Â	A	6,412	Â	02/24/2014	02/24/2021	Common Stock	6,412

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUDERIAN BRYAN K ONE WILLIAMS CENTER TULSA, OK 74172	Â	Â	Â Senior Vice President	Â

Signatures

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

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 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.