

Sailor Rodney
Form 5
February 13, 2012

FORM 5

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

OMB APPROVAL

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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 *
Sailor Rodney

(Last) (First) (Middle)

ONE WILLIAMS CENTER

(Street)

TULSA, OK 74172

(City) (State) (Zip)

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)
Chief Financial Officer, Sr VP

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 ⁽¹⁾	82 A \$0 82		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	12,075	Â	Â (2)	Â (2)	Common Stock	12,075
Restricted Stock Units	\$ 10.86	12/31/2011	Â	A	19,321	Â	02/23/2012	02/23/2012	Common Stock	19,321
Restricted Stock Units	\$ 21.22	12/31/2011	Â	A	7,752	Â	Â (2)	Â (2)	Common Stock	7,752
Restricted Stock Units	\$ 21.22	12/31/2011	Â	A	12,403	Â	02/23/2013	02/23/2013	Common Stock	12,403
Restricted Stock Units	\$ 29.73	12/31/2011	Â	A	6,247	Â	Â (2)	Â (2)	Common Stock	6,247
Restricted Stock Units	\$ 29.73	12/31/2011	Â	A	9,995	Â	02/24/2014	02/24/2014	Common Stock	9,995
Options (Right to Buy)	\$ 10.68	12/31/2011	Â	A	4,006	Â	02/25/2005	02/25/2015	Common Stock	4,006
Options (Right to Buy)	\$ 11.32	12/31/2011	Â	A	1,335	Â	07/19/2005	07/19/2015	Common Stock	1,335
Employee Options (Right to Buy)	\$ 12	12/31/2011	Â	A	5,139	Â	03/03/2007	03/03/2016	Common Stock	5,139
Employee Options (Right to Buy)	\$ 12	12/31/2011	Â	A	5,141	Â	03/03/2008	03/03/2016	Common Stock	5,141
Employee Options (Right to Buy)	\$ 12	12/31/2011	Â	A	5,142	Â	03/03/2009	03/03/2016	Common Stock	5,142

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Buy)

Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	5,688	Â	02/26/2008	02/26/2017	Common Stock	5,6
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	5,688	Â	02/26/2009	02/26/2017	Common Stock	5,6
Employee Options (Right to Buy)	\$ 15.67	12/31/2011	Â	A	5,692	Â	02/26/2010	02/26/2017	Common Stock	5,6
Stock Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	5,502	Â	02/25/2009	02/25/2018	Common Stock	5,5
Stock Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	5,502	Â	02/25/2010	02/25/2018	Common Stock	5,5
Stock Options (Right to Buy)	\$ 20.21	12/31/2011	Â	A	5,506	Â	02/25/2011	02/25/2018	Common Stock	5,5
Employee Options (Right to Buy)	\$ 6.02	12/31/2011	Â	A	10,245	Â	02/23/2010	02/23/2019	Common Stock	10,2
Employee Options (Right to Buy)	\$ 6.02	12/31/2011	Â	A	10,245	Â	02/23/2011	02/23/2019	Common Stock	10,2
Employee Options (Right to Buy)	\$ 6.02	12/31/2011	Â	A	10,247	Â	02/23/2012	02/23/2019	Common Stock	10,2
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	Â	A	6,984	Â	02/23/2011	02/23/2020	Common Stock	6,9
Employee Options (Right to Buy)	\$ 11.75	12/31/2011	Â	A	6,986	Â	02/23/2012	02/23/2020	Common Stock	6,9

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Employee Options (Right to Buy)	\$ 11.75	12/31/2011	Â	A	6,986	Â	02/23/2013	02/23/2020	Common Stock	6,9
Employee Options (Right to Buy)	\$ 16.46	12/31/2011	Â	A	6,225	Â	02/24/2012	02/24/2021	Common Stock	6,2
Employee Options (Right to Buy)	\$ 16.46	12/31/2011	Â	A	6,225	Â	02/24/2013	02/24/2021	Common Stock	6,2
Employee Options (Right to Buy)	\$ 16.46	12/31/2011	Â	A	6,228	Â	02/24/2014	02/24/2021	Common Stock	6,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sailor Rodney ONE WILLIAMS CENTER TULSA,Â OKÂ 74172	Â	Â	Â Chief Financial Officer, Sr VP	Â

Signatures

By: Stephen E. Brilz, Attorney-in-Fact for Rodney J. Sailor 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.

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