Cooper Kathleen B Form 5 February 14, 2012

FORM 5

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

OMB APPROVAL

FORM	1 5					OMB A	PPROVAL				
UNITED STATES SECURITIES AND EXCHANGE COMMISSION							3235-0362				
no longe		Washington, D.C. 20549				Expires:	January 31, 2005				
to Section Form 4 constants of Sobligate may constants.	or Form ANN ions tinue.		UAL STATEMENT OF CHANGES IN BENEFICIA OWNERSHIP OF SECURITIES				average urs per				
1(b). Form 3 I Reported Form 4 Transact	Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(b) of the Investment Company Act of 1940										
1. Name and Address of Reporting Person * Cooper Kathleen B			suer Name and Ti abol LLIAMS COM MB]	_	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last)	(First) ((Mo	tatement for Issuer nth/Day/Year) 31/2011	's Fiscal Year Ended	_X_ Director 10% Owner Officer (give title Other (specify below)						
	3300 UNIVERSITY BLVD, 213 CARR COLLINS HALL										
(Street)			Amendment, Dated (Month/Day/Year)	e Original	6. Individual or Joint/Group Reporting						
					(check applicable line)						
DALLAS,.	TX 75275				_X_ Form Filed by Form Filed by Person	y One Reporting I More than One I					
(City)	(State)	(Zip)	Table I - Non-De	erivative Securities Acc	quired, Disposed	of, or Beneficia	lly Owned				
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if Transaction		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (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)					

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securitie

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SEC 2270

(9-02)

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Restricted Stock Units (1)	\$ 15.62	12/14/2011	Â	A4	1,833	Â	05/21/2012	05/21/2012	Common Stock	1,83
Restricted Stock Units (1)	\$ 19.11	12/14/2011	Â	A4	1,489	Â	05/20/2013	05/20/2013	Common Stock	1,489
Restricted Stock Unites (1)	\$ 30.63	12/14/2011	Â	A4	929	Â	05/19/2014	05/19/2014	Common Stock	929
Options (Right to Buy) (3)	\$ 22.11	12/14/2011	Â	A4	1,027	Â	12/15/2006	12/15/2015	Common Stock	1,02

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Othe			
Cooper Kathleen B							
3300 UNIVERSITY BLVD	λv	Â	Â	â			
213 CARR COLLINS HALL	АЛ	А	A	A			
DALLAS. TX 75275							

Signatures

Cher S. Lawrence, Attorney-in-Fact for Kathleen B.
Cooper 02/14/2012

**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).
- Pursuant to anti-dilution provisions of this grant, the number of shares underlying the award was adjusted in conjunction with the Issuer's legal and structural separation of WPX Energy, Inc., in an exempt transaction pursuant to Rule 16a-9. The terms of adjustment were
- (1) legal and structural separation of WPX Energy, Inc., in an exempt transaction pursuant to Rule 16a-9. The terms of adjustment were approved by the Issuer's Board of Directors.
- (2) 1-for-1
- Pursuant to anti-dilution provisions of this grant, the exercise price and the number of shares subject to it were adjusted in conjunction (3) with the Issuer's legal and structural separation of WPX Energy, Inc., in an exempt transaction pursuant to Rule 16a-9. The terms of
- (3) with the Issuer's legal and structural separation of WPX Energy, Inc., in an exempt transaction pursuant to Rule 16a-9. The terms of adjustment were approved by the Issuer's Board of Directors.

Reporting Owners 2

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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.