

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * GUDERIAN BRYAN K (Last) (First) (Middle) 3500 ONE WILLIAMS CENTER (Street) TULSA, OK 74172 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol WPX ENERGY, INC. [WPX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/3/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/3/2017		A		54387 <u>(1)</u>	A	\$0.00	251411	D	
Common Stock	3/3/2017		M		24041 <u>(2)</u>	A	<u>(3)</u>	275452	D	
Common Stock	3/3/2017		F		11288 <u>(4)</u>	D	\$12.86	264164	D	
Common Stock	3/3/2017		M		9159	A	<u>(5)</u>	273323	D	
Common Stock	3/3/2017		F		4301 <u>(4)</u>	D	\$12.86	269022	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units <u>(6)</u>	<u>(7)</u>	3/3/2017		A		54387		<u>(8)</u>	<u>(8)</u>	Common Stock	54387 <u>(7)</u>	\$0.00	163208	D	
Restricted Stock Units <u>(6)</u>	<u>(3)</u>	3/3/2017		M		24041		<u>(9)</u>	<u>(9)</u>	Common Stock	24041 <u>(2)</u>	<u>(3)</u>	139167	D	
Restricted Stock Units	<u>(5)</u>	3/3/2017		M		9159		<u>(9)</u>	<u>(9)</u>	Common Stock	9159	<u>(5)</u>	0	D	

Explanation of Responses:

- (Subject to the applicable award agreement, this award vests in the following increments: 18,129 on March 2, 2018, 18,129 on March 1, 2019, and 18,129 on 1) March 2, 2020.
- (Number of shares of common stock paid out was equal to the number of performance-based restricted stock units originally granted based on the applicable 2) award agreement and a performance factor of 1.
- (Each performance-based restricted stock unit represented a contingent right to receive a share of common stock, subject to adjustment based on the applicable 3) award agreement and compensation committee certification that the Company had met the three-year performance measure.
- (Represents shares withheld to satisfy withholding tax obligations due upon vesting of restricted stock units. 4)
- (Each time-based restricted stock unit represented a contingent right to receive a share of common stock, subject to the applicable award agreement. 5)
- (Vesting of performance-based awards are subject to compensation committee certification that the Company has met a three-year performance measure, 6) which is based on total shareholder return with absolute and relative dependent measures.
- (Each performance-based restricted stock unit represents a contingent right to receive a share of common stock, subject to adjustment based on the applicable 7) award agreement and compensation committee certification that the Company has met the three-year performance measure.

(Subject to the applicable award agreement and compensation committee certification that the Company has met the applicable three-year performance
8) measure, this award vests on March 2, 2020.

(
9) Award vested on March 3, 2017.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUDERIAN BRYAN K 3500 ONE WILLIAMS CENTER TULSA, OK 74172			Senior Vice President	

Signatures

By Stephen E. Brilz, Attorney-in-Fact for Bryan K. Guderian, Jr.

3/6/2017

******Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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