

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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

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

**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		72516 (1)	A	\$0.00	284061	D	
Common Stock	3/3/2017		M		5621 (2)	A	(3)	289682	D	
Common Stock	3/3/2017		F		2640 (4)	D	\$12.86	287042	D	
Common Stock	3/3/2017		M		3123	A	(5)	290165	D	
Common Stock	3/3/2017		F		1467 (4)	D	\$12.86	288698	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 (6)	(7)	3/3/2017		A		72516		(8)	(8)	Common Stock	72516 (7)	\$0.00	217445	D	
Restricted Stock Units (6)	(3)	3/3/2017		M		5621		(9)	(9)	Common Stock	5621 (2)	(3)	211824	D	
Restricted Stock Units	(5)	3/3/2017		M		3123		(9)	(9)	Common Stock	3123	(5)	32095	D	

### Explanation of Responses:

- ( Subject to the applicable award agreement, this award vests in the following increments: 24,172 on March 2, 2018, 24,172 on March 1, 2019, and 24,172 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

