

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

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

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

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) | | | | |
|---|--------------------------|-------------|--|-------------|--|--|----------------------------|---------------|---|-----------------|------------|----------------|---|--|---|---|---|
| | | | | | WPX ENERGY, INC. [WPX] | | | | | | | | Director | nicuoic) | 100/ | O | |
| (Last) (First) (Middle) | | | | 3. I | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | | _X_ Officer (gi | Director 10% Owner _X Officer (give title below) Other (specify below) SVP and CIO | | | |
| 3500 ONE WILLIAMS CENTER (Street) | | | | | 3/9/2020 | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| TULSA, OK | 74172 ity) (State | | • | Non Dor | ivot. | ivo Soou | urities A | | and D | isnoso | d of | f or Pa | X_Form filed by | More than C | ting Person One Reporting P | erson | |
| 1. Title of Security (Instr. 3) 2. Trans. Da | | | | rans. Date | 2A. I | Deemed | 3. Trans. Co (Instr. 8) | • | 4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) | | | red (A) | | ties Beneficially Owned | | Ownership of Indi Form: Benefic | 7. Nature of Indirect Beneficial Ownership |
| | | | | | | | Code | v | Amou | |) or D) | Price | | | | | (Instr. 4) |
| Common Stock 3/9/2020 | | | | /9/2020 | | | A | | 15102 | <u>(1)</u> | 4 | \$0.00 | 111565.2015 | | | D | |
| | Tab | le II - Der | ivative So | ecurities l | Ben | eficially | Owned | (e.g., | , puts, | , calls, | wai | rrants, | , options, conver | tible secu | ırities) | | |
| (Instr. 3) | | Date I | 3A. Deeme Execution Date, if any | Code | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 6. Date Exercisable and Expiration Date | | | Securities | Underlying e Security | Derivative Security | Securities Beneficially Owned | Ownership Form of Derivative Security: | Beneficial |
| | | | | Code | V | (A) | (D) | Date Exerc | cisable | Expiration Date | | | Amount or Number of Shares | | Following Reported Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) | |
| Restricted Stock Units (2) | <u>(3)</u> | 3/9/2020 | | A | | 15102 | | <u>(</u> | <u>(4)</u> | <u>(4)</u> | | Commo Stock | n (3) | \$0.00 | 70224 | D | |

Explanation of Responses:

- (1) Subject to the applicable award agreement, this award vests in the following increments: 5,034 on March 9, 2021, 5,034 on March 9, 2022, and 5,034 on March 9, 2023.
- (2) Vesting of performance-based awards are subject to compensation committee certification that the Company has met a three-year performance measure, which is based on total shareholder return with absolute and relative dependent measures.
- (3) Each performance-based restricted stock unit represents a contingent right to receive a share of common stock, subject to adjustment based on the applicable award agreement and compensation committee certification that the Company has met the three-year performance measure.
- (4) Subject to the applicable award agreement and compensation committee certification that the Company has met the applicable three-year performance measure, this award vests on March 9, 2023.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|-------------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| Kouplen Angela | | | | | | | | |
| 3500 ONE WILLIAMS CENTER | | | SVP and CIO | | | | | |
| TULSA, OK 74172 | | | | | | | | |

Signatures

By Stephen E. Brilz, Attorney-in-Fact for Angela Kouplen

3/11/2020

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.