



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

DIVISION OF  
CORPORATION FINANCE

August 23, 2013

Via Email

Rodney J. Sailor, SVP and CFO  
WPX Energy, Inc.  
One Williams Center  
Tulsa, OK 74172-0172

**Re: WPX Energy, Inc.  
Form 10-K for year ended December 31, 2012  
Filed February 28, 2013  
File No. 001-35322**

Dear Mr. Sailor:

We have reviewed your filing and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter within ten business days by amending your filing, by providing the requested information, or by advising us when you will provide the requested response. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your filing and the information you provide in response to these comments, we may have additional comments.

Form 10-K for Fiscal Year Ended December 31, 2012

Reserves and Production Information, page 9

Proved Undeveloped Reserves, page 12

1. We note that you a portion of the change in your proved undeveloped reserves ("PUDs") during the fiscal year ended December 31, 2012 was an increase due to "the restoration of reserves that were reclassified to probable reserves in prior years due to the SEC five year rules." Please tell us about the change in circumstances that led to the restoration of these PUDs. In addition, please tell us about the expected timing for development of these PUDs based on the development plan approved by management. Refer to Rule 4-10(a)(31) of Regulation S-X.

Management's Discussion and Analysis of Financial Condition and Results of Operations, page  
Notes to Consolidated Financial Statements

Note 16 – Derivatives and Concentration of Credit Risk, page 122

2. We note that you did not designate commodity derivative contracts entered into during 2012 as cash flow hedges for accounting purposes. The tabular disclosure on page 124 of your filing shows pre-tax gains / losses recognized in revenues for energy commodity derivatives not designated as hedging instruments. Please revise to explain the manner in which realized and unrealized gains / losses are calculated consistent with FASB ASC 815-10-35-2 (i.e., reflect only the periodic change in value recognized under GAAP). Your response should indicate whether the gain / loss recognized includes any amounts representing a recovery of cost.

Supplemental Oil and Gas Disclosures, page 131

Proved Reserves, page 135

3. Please revise to separately present proved undeveloped reserves as of the beginning and end of each fiscal year as required by FASB ASC 932-235-50-4.
4. It does not appear that you have provided adequate disclosure explaining the changes in your proved reserves as required by FASB ASC 932-235-50-5. For example, the disclosure on page 138 of your filing does not appear to explain the change resulting from extensions and discoveries. Please revise your disclosure to provide an explanation of significant changes for each period presented.

Form 8-K filed February 28, 2013

5. We note that you present non-GAAP measures in your filing which include an adjustment for the unrealized gain / loss on your energy commodity derivatives not designated as hedging instruments. Please tell us why the non-GAAP measures presented exclude the unrealized gain / loss, but include the realized gain / loss on these energy commodity derivatives. If it is your intent for these non-GAAP measures to reflect the cash flows associated with energy commodity derivatives settled during the period, please revise your reconciliation to include two separate line items: one for the total gain / loss recognized and another for the net cash received / paid for energy commodity derivatives not designated as hedging instruments which were settled during the period.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules require. Since the company and its management are

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in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In responding to our comments, please provide a written statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

You may contact Sandy Eisen at (202) 551-3864 or me at (202) 551-3311 with any questions.

Sincerely,

/s/ Brad Skinner for

Ethan Horowitz  
Branch Chief