

Keenan W Howard JR
Form 5
February 10, 2012

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
Keenan W Howard JR

2. Issuer Name and Ticker or Trading Symbol
CONCHO RESOURCES INC
[CXO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

410 PARK AVENUE, 19TH FLOOR

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10022

Form Filed by One Reporting Person
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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 Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Stock	^	^	^	^	^	^	91,098 ⁽⁴⁾	I	See footnote ⁽¹⁾
Common Stock	^	^	^	^	^	^	85,232 ⁽⁴⁾	I	See footnote ⁽²⁾
Common Stock	09/12/2011	^	G	1,400	D	\$ 0	383,231 ⁽³⁾	D	^
Common Stock	09/12/2011	^	G	1,000	D	\$ 0	382,231 ⁽³⁾	D	^

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Common Stock 09/26/2011 Â G 350 D \$ 0 381,881 ⁽³⁾ D Â

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

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SEC 2270 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keenan W Howard JR 410 PARK AVENUE 19TH FLOOR NEW YORK, NY 10022	Â X	Â	Â	Â

Signatures

/s/ W. Howard Keenan, Jr. 02/10/2012

**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).
 - (1) These securities are owned directly by Yorktown Energy Partners VI, L.P., of which Yorktown VI Company LP is the general partner, of which Yorktown VI Associates LLC is the general partner. The reporting person is a member and manager of Yorktown VI Associates LLC.
 - (2) These securities are owned directly by Yorktown Energy Partners V, L.P., of which Yorktown V Company LLC is the general partner. The reporting person is a member and manager of Yorktown V Company LLC.
 - (3)

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Includes 10,000 shares received by the reporting person as director compensation that the reporting person holds for the benefit of Yorktown Energy Partners V, L.P. and Yorktown Energy Partners VI, L.P., and of which the reporting person disclaims any beneficial ownership for, except to the extent of his pecuniary interest therein.

- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this
- (4) report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purpose.

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.