

Keenan W Howard JR  
 Form 4  
 May 25, 2011

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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)  
 410 PARK AVENUE 19TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/24/2011

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

NEW YORK, NY 10022-4407

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	05/24/2011		P		20,000 (1) (2)	\$ 90.3201	D	
Common Stock						85,232 (4)	I	See footnote (5)
Common Stock						91,098 (4)	I	See footnote (6)

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (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 10022-4407	X			

## Signatures

/s/ W. Howard  
Keenan, Jr. 05/25/2011

\*\*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) Represents weighted-average price of open market same-day sale. Sale of shares took place at actual prices ranging from \$90.10 to \$90.50 per share.
- (2) Full information regarding the number of shares purchased or sold at each separate price will be provided upon request by the Commission staff, Concho Resources Inc. or a Concho Resources Inc. shareholder.
- (3) Includes 12,750 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.
- (4) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this 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.

## Edgar Filing: Keenan W Howard JR - Form 4

- (5) 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.

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

Note: File three copies of this Form, one of which must be manually signed. If space 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.