### Edgar Filing: PIONEER NATURAL RESOURCES CO - Form 4

#### PIONEER NATURAL RESOURCES CO

Form 4

November 21, 2006

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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

1(b).

(Print or Type Responses)

1. Name and A	Person *	2. Issuer Name and Ticker or Trading Symbol PIONEER NATURAL RESOURCES CO [PXD]				ng	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)					
(Last) 5205 N. O'C SUITE 900	3. Date of Earliest Transaction (Month/Day/Year) 11/21/2006					Director 10% Owner Officer (give title Other (specify below) below)  EXEC VP WORLDWIDE EXPLORATION						
	(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
IRVING, TX 75039								Person				
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Ad							quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ion Date 2A. Deemed y/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	11/21/2006			S	2,942	D	\$ 41.63	61,626 (1)	D			
Common Stock								508	I	401(k) (2)		
Common Stock								3,000	I	by Children		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collection of SEC 1474												

information contained in this form are not

required to respond unless the form

(9-02)

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit.	le and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Date		Amou	int of	Derivative	į
	Security	or Exercise		any	Code	of	(Month/Day/Year)		Under	rlying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Derivative	e		Secur	ities	(Instr. 5)	Ì
		Derivative				Securities	1		(Instr.	. 3 and 4)		•
		Security				Acquired						1
					(A) or						]	
						Disposed						1
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
						Date	Expiration		Number			
							Exercisable	Date		of		
					Code '	V (A) (D)				Shares		
					Code	v (A) (D)				Silaies		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHEATWOOD CHRIS J 5205 N. O'CONNOR BLVD., SUITE 900

EXEC VP WORLDWIDE EXPLORATION

**IRVING, TX 75039** 

## **Signatures**

By: Mark H. Kleinman, Attorney-in-Fact For: Chris J. Cheatwood

11/21/2006

\*\*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) Direct holdings include 2,000 shares which are held in an IRA in the name of the reporting person.
- (2) Consists of shares beneficially owned as a result of reporting person's ownership of units in the Pioneer Natural Resources USA, Inc. 401(k) Plan.

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.

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