

PIONEER NATURAL RESOURCES CO  
 Form 4  
 February 18, 2009

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

OMB APPROVAL

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**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 \*  
 SHEFFIELD SCOTT D

2. Issuer Name and Ticker or Trading Symbol  
 PIONEER NATURAL RESOURCES CO [PXD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 5205 N. O'CONNOR BLVD.,  
 SUITE 200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/13/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board and CEO

IRVING, TX 75039

(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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code V	Amount				
Common Stock	02/14/2009		F	16,875	D	\$ 17.23	447,196	D	
Common Stock							22,135 <sup>(1)</sup>	I	401(k)

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

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SEC 1474 (9-02)

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**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. 3)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	(2)	02/13/2009		A		600		(3)	(3)	Common Stock	600	\$ 16
Phantom Stock	(2)	02/13/2009		A		700		(3)	(3)	Common Stock	700	\$ 16
Phantom Stock	(2)	02/13/2009		A		500		(3)	(3)	Common Stock	500	\$ 16
Phantom Stock	(2)	02/13/2009		A		600		(3)	(3)	Common Stock	600	\$ 16
Phantom Stock	(2)	02/13/2009		A		600		(3)	(3)	Common Stock	600	\$ 16
Phantom Stock	(2)	02/13/2009		A		200		(3)	(3)	Common Stock	200	\$ 16
Phantom Stock	(2)	02/13/2009		A		800		(3)	(3)	Common Stock	800	\$ 16
Phantom Stock	(2)	02/13/2009		A		400		(3)	(3)	Common Stock	400	\$ 16
Phantom Stock	(2)	02/13/2009		A		200		(3)	(3)	Common Stock	200	\$ 16
Phantom Stock	(2)	02/13/2009		A		1,400		(3)	(3)	Common Stock	1,400	\$ 16
	(2)	02/13/2009		A		116		(3)	(3)		116	\$ 16

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Phantom Stock								Common Stock		
Phantom Stock	<u>(2)</u>	02/13/2009	A	100	<u>(3)</u>	<u>(3)</u>	Common Stock	100	\$ 16	
Phantom Stock	<u>(2)</u>	02/13/2009	A	100	<u>(3)</u>	<u>(3)</u>	Common Stock	100	\$ 16	
Phantom Stock	<u>(2)</u>	02/13/2009	A	884	<u>(3)</u>	<u>(3)</u>	Common Stock	884	\$ 16	
Phantom Stock	<u>(2)</u>	02/13/2009	A	1,600	<u>(3)</u>	<u>(3)</u>	Common Stock	1,600	\$ 16	
Phantom Stock	<u>(2)</u>	02/13/2009	A	300	<u>(3)</u>	<u>(3)</u>	Common Stock	300	\$ 16	
Phantom Stock	<u>(2)</u>	02/13/2009	A	400	<u>(3)</u>	<u>(3)</u>	Common Stock	400	\$ 16	
Phantom Stock	<u>(2)</u>	02/13/2009	A	600	<u>(3)</u>	<u>(3)</u>	Common Stock	600	\$ 16	
Phantom Stock	<u>(2)</u>	02/13/2009	A	600	<u>(3)</u>	<u>(3)</u>	Common Stock	600	\$ 16	
Phantom Stock	<u>(2)</u>	02/13/2009	A	200	<u>(3)</u>	<u>(3)</u>	Common Stock	200	\$ 16	
Phantom Stock	<u>(2)</u>	02/13/2009	A	400	<u>(3)</u>	<u>(3)</u>	Common Stock	400	\$ 16	
Phantom Stock	<u>(2)</u>	02/13/2009	A	1,601	<u>(3)</u>	<u>(3)</u>	Common Stock	1,601	\$ 16	
Phantom Stock	<u>(2)</u>	02/13/2009	A	1,800	<u>(3)</u>	<u>(3)</u>	Common Stock	1,800	\$ 16	
Phantom Stock	<u>(2)</u>	02/13/2009	A	1,100	<u>(3)</u>	<u>(3)</u>	Common Stock	1,100	\$ 16	
Phantom Stock	<u>(2)</u>	02/13/2009	A	600	<u>(3)</u>	<u>(3)</u>	Common Stock	600	\$ 16	

Phantom Stock	(2)	02/13/2009	A	200	(3)	(3)	Common Stock	200	\$ 16
Phantom Stock	(2)	02/13/2009	A	1,800	(3)	(3)	Common Stock	1,800	\$ 16
Phantom Stock	(2)	02/13/2009	A	500	(3)	(3)	Common Stock	500	\$ 16
Phantom Stock	(2)	02/13/2009	A	1,399	(3)	(3)	Common Stock	1,399	\$ 16
Phantom Stock	(2)	02/13/2009	A	100	(3)	(3)	Common Stock	100	\$ 16

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEFFIELD SCOTT D 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039	X			Chairman of the Board and CEO

## Signatures

By: Mark H. Kleinman, Attorney-in-Fact For Scott D.  
Sheffield

02/18/2009

\_\_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) 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.
- (2) Each share of phantom stock represents the right to receive one share of PXD common stock or the cash value thereof.
- (3) Shares of phantom stock are payable in cash following the termination of the reporting person's employment with PXD. The reporting person may transfer his phantom stock account into an alternative investment account at any time.

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