Hall Frank W. Form 4 February 18, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hall Frank W.

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)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

below)

10% Owner Other (specify Officer (give title

02/16/2010

VP & CAO

5205 N. O'CONNOR BLVD., **SUITE 200**

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

IRVING, TX 75039

(City)

(611)	(51410)	Table	I - Non-Do	Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date		3.	4. Securi		•	5. Amount of				
Security (Instr. 3)	(Month/Day/Year)	· · · · · · · · · · · · · · · · · · ·	Code	on(A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial			
(msu. 3)		any (Month/Day/Year)	(Instr. 8)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	02/16/2010		A	5,644	A	\$0	26,353	D			
Common Stock	02/16/2010		J	8 (1)	A	\$ 47.1	1,772	I	401(k) (2)		

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

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIISti
					4, and 5)						
					4, and 3)						
								A	mount		
						D.	E	01	r		
						Date Exercisable	Expiration Date	Title Number of	umber		
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

Hall Frank W.

5205 N. O'CONNOR BLVD., SUITE 200 VP & CAO

IRVING, TX 75039

Signatures

Mark H. Kleinman, Attorney-in-Fact For Frank 02/18/2010 W. Hall

> **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) The shares were purchased on various dates and at various prices through regular payroll deductions by the reporting person.
- (2) Shares beneficially owned as a result of the 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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