### Edgar Filing: BERG MARK STEPHEN - Form 4

BERG MAR	K STEPHEN										
Form 4											
March 02, 20	)10										
FORM	4					~~~			OMB AF	PROVAL	
	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287			
Check th if no long subject to Section 1 Form 4 o	ger <b>STATE</b> 6.									January 31, 2005 Iverage rs per 0.5	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 I	Responses)										
BERG MARK STEPHEN S			2. Issuer Name <b>and</b> Ticker or Trading Symbol PIONEER NATURAL					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			RESOU	RCES CO	J [PXD]						
(Month/I				of Earliest Transaction h/Day/Year) /2010				Director 10% Owner Officer (give title Other (specify below) below) EVP & General Counsel			
SUITE 200											
			ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
IRVING, T	X 75039							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		n Date, if	Code (Instr. 3, 4 and 5)		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	02/26/2010			J	54 <u>(1)</u>	А	\$ 46.65	8,522	Ι	401(k) (2)	
Common Stock	02/26/2010			F	2,160	D	\$ 46.67	73,899	D		

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 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
BERG MARK STEPHEN 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039			EVP & General Counsel				
Signatures							

# Signatures

Mark S. Berg	03/02/2010
**0:	Dete

\*\*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.