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

#### PIONEER NATURAL RESOURCES CO

Form 4

March 16, 2010

## FORM 4

### 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

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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).

Common

Stock

03/12/2010

(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]				0	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 5205 N. O' SUITE 200	CONNOR BLVI		3. Date of Earliest Transaction (Month/Day/Year) 03/12/2010			- b	Director 10% Owner Officer (give title Other (specify below) Chairman & CEO				
IRVING, T	(Street)  TX 75039			. If Amendment, Date Original  6. Individual or Joint/Group Filing(O iled(Month/Day/Year)  Applicable Line)  _X_ Form filed by One Reporting Person  Form filed by More than One Report Person				rson			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5)  y/Year) (Instr. 8)  (A) or		(D)	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 Beneficial Ownership (Instr. 4)			
Common Stock				0000	7 <b></b> 0 <b></b> 0	(2)	7.1.00	22,133 (1)	I	401(k)	
Common Stock	03/12/2010			M	10,000	A	\$ 25.58	632,283	D		
Common Stock	03/12/2010			S	1,400	D	\$ 52.2096	630,883	D		
Common Stock	03/12/2010			S	500	D	\$ 52.21	630,383	D		

S

1,900

\$ 628,483

D

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Common Stock	03/12/2010	S	326	D	\$ 52.225	628,157	D
Common Stock	03/12/2010	S	500	D	\$ 52.23	627,657	D
Common Stock	03/12/2010	S	1,200	D	\$ 52.2392	626,457	D
Common Stock	03/12/2010	S	500	D	\$ 52.24	625,957	D
Common Stock	03/12/2010	S	1,100	D	\$ 52.2468	624,857	D
Common Stock	03/12/2010	S	400	D	\$ 52.2687	624,457	D
Common Stock	03/12/2010	S	200	D	\$ 52.27	624,257	D
Common Stock	03/12/2010	S	200	D	\$ 52.28	624,057	D
Common Stock	03/12/2010	S	374	D	\$ 52.2804	623,683	D
Common Stock	03/12/2010	S	400	D	\$ 52.285	623,283	D
Common Stock	03/12/2010	S	200	D	\$ 52.29	623,083	D
Common Stock	03/12/2010	S	200	D	\$ 52.38	622,883	D
Common Stock	03/12/2010	S	500	D	\$ 52.39	622,383	D
Common Stock	03/12/2010	S	100	D	\$ 52.41	622,283	D

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

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(Instr. 3, 4,

SEC 1474 (9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$ 

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		

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and 5)

Code V (A) (D) Date Expiration Title

Exercisable Date

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An

or Nu of S

Non-Qualified

Stock Option \$ 25.58 03/12/2010 M 10,000 08/19/2005 08/19/2010 Common Stock

(right to buy)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHEFFIELD SCOTT D

5205 N. O'CONNOR BLVD., SUITE 200 Chairman & CEO

IRVING, TX 75039

# **Signatures**

Mark H. Kleinman, Attorney-in-Fact For Scott D.
Sheffield
03/16/2010

\*\*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

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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