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PIONEER NATURAL RESOURCES CO Form 4 March 16, 2010 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 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 Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SHEFFIELD SCOTT D Issuer Symbol PIONEER NATURAL (Check all applicable) **RESOURCES CO [PXD]** (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 5205 N. O'CONNOR BLVD., 03/12/2010 Chairman & CEO SUITE 200 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting **IRVING, TX 75039** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (I)(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Price Code V Amount (D) Common 22,133 (1) Ι 401(k) Stock Common 03/12/2010 10,000 \$ 25.58 632,283 D M А Stock Common \$ 03/12/2010 S 1,400 D 630,883 D 52.2096 Stock Common S 500 \$ 52.21 D 03/12/2010 D 630,383 Stock Common 03/12/2010 S 1,900 D 628,483 D Stock 52.2142

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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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(9-02)

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. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	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)		
					(Instr. 3, 4,		

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					and 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 25.58	03/12/2010	М			10,000	08/19/2005	08/19/2010	Common Stock	10

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			Chairman & CEO					
Signatures								
Mark H. Kleinman, Attorney-in-Fact For S Sheffield	cott D.		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.