KELLUM DANNY L

Form 4

February 14, 2011

FORM 4

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

OMB Number:

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

Section 16.

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KELLUM DANNY L			Symbol PIONE	EER NAT	d Ticker or Trading URAL CO [PXD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First)	(Middle)		of Earliest T Day/Year)	Fransaction		Officer (give ti	10% itle Othe			
5205 N. O'CONNOR BLVD.,).,	02/10/2011				below) below) EVP, Permian Operations				
SUITE 200	0						EVF, FEI	ппап Ореганс)118		
	(Street)		4. If Am	endment, D	Date Original	6. Indi	vidual or Joi	nt/Group Filin	ıg(Check		
			Filed(Month/Day/Year)				Applicable Line)				
							•	ne Reporting Per			
IRVING, 7	ΓX 75039					Person	m filed by Mo	ore than One Re	porting		
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative Securities Ac	quired, I	Disposed of,	or Beneficial	ly Owne		
1.Title of	2. Transaction Date	e 2A. Deem	ned	3.	4. Securities Acquired (A	A) 5. A	mount of	6.	7. Nat		
Comeity	(Month/Doy/Vear)	Evecution	Data if	Transacti	omr Disposed of (D)	Saci	uritiac	Ownership	Indira		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi oror Dispo (Instr. 3,	sed of 4 and (A) or	` ′	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							532 (1)	I	401(k)
Common Stock	02/10/2011		S	2,168	D	\$ 94	111,564	D	
Common Stock	02/10/2011		S	2,600	D	\$ 94.0054	108,964	D	
Common Stock	02/10/2011		S	100	D	\$ 94.06	108,864	D	
Common Stock	02/10/2011		S	100	D	\$ 94.07	108,764	D	

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Common Stock	02/10/2011	S	32	D	\$ 94.09	108,732	D
Common Stock	02/10/2011	S	200	D	\$ 94.11	108,532	D
Common Stock	02/10/2011	S	400	D	\$ 94.12	108,132	D
Common Stock	02/10/2011	S	400	D	\$ 94.13	107,732	D
Common Stock	02/10/2011	S	700	D	\$ 94.15	107,032	D
Common Stock	02/10/2011	S	200	D	\$ 94.19	106,832	D
Common Stock	02/10/2011	S	200	D	\$ 94.24	106,632	D
Common Stock	02/10/2011	S	300	D	\$ 94.25	106,332	D
Common Stock	02/10/2011	S	100	D	\$ 94.26	106,232	D
Common Stock	02/10/2011	S	200	D	\$ 94.27	106,032	D
Common Stock	02/10/2011	S	500	D	\$ 94.31	105,532	D
Common Stock	02/10/2011	S	300	D	\$ 94.32	105,232	D
Common Stock	02/10/2011	S	400	D	\$ 94.39	104,832	D
Common Stock	02/10/2011	S	300	D	\$ 94.34	104,532	D
Common Stock	02/10/2011	S	100	D	\$ 94.4	104,432	D
Common Stock	02/10/2011	S	600	D	\$ 94.41	103,832	D
Common Stock	02/10/2011	S	100	D	\$ 94.42	103,732	D

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

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SEC 1474 (9-02)

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

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title a		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(World) Day, Tear)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Underly Securitie (Instr. 3	ing es	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KELLUM DANNY L 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039

EVP, Permian Operations

Signatures

Mark H. Kleinman, Attorney-in-Fact For Danny L.
Kellum
02/14/2011

**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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