STILL JAY P Form 4 February 15, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

**SECURITIES** 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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * STILL JAY P			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			PIONEER NATURAL RESOURCES CO [PXD]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify		
5205 N. O'CONNOR BLVD., SUITE 200			02/11/2011	below) below) EVP, Domestic Operations		
	(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		
IRVING, TX 75039				Form filed by More than One Reporting Person		

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(1110111 1)
Common Stock							165 <u>(1)</u>	I	401(k)
Common Stock	02/11/2011		S	200	D	\$ 96.49	56,791	D	
Common Stock	02/11/2011		S	47	D	\$ 96.51	56,744	D	
Common Stock	02/11/2011		S	500	D	\$ 96.53	56,244	D	
Common Stock	02/11/2011		S	200	D	\$ 96.57	56,044	D	

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Common Stock	02/11/2011	S		200	D	\$ 96.575	55,844	D
Common Stock	02/11/2011	S		1,000	D	\$ 96.5775	54,844	D
Common Stock	02/11/2011	S		853	D	\$ 96.5782	53,991	D
Common Stock	02/11/2011	S		469	D	\$ 96.58	53,522	D
Common Stock	02/11/2011	S		100	D	\$ 96.585	53,422	D
Common Stock	02/11/2011	S		600	D	\$ 96.59	52,822	D
Common Stock	02/11/2011	S		200	D	\$ 96.5925	52,622	D
Common Stock	02/11/2011	S		400	D	\$ 96.6	52,222	D
Common Stock	02/11/2011	S		831	D	\$ 96.6101	51,391	D
Common Stock	02/11/2011	S		2,800	D	\$ 96.6179	48,591	D
Common Stock	02/11/2011	S		600	D	\$ 96.62	47,991	D
Common Stock	02/11/2011	S		100	D	\$ 96.625	47,891	D
Common Stock	02/11/2011	S		200	D	\$ 96.6375	47,691	D
Common Stock	02/11/2011	S		600	D	\$ 96.64	47,091	D
Common Stock	02/11/2011	S		100	D	\$ 96.65	46,991	D
Common Stock	02/12/2011	F		2,605	D	\$ 96.4	44,386	D
Common Stock	02/14/2011	G	V	1,000	D	\$ 0	43,386	D
Common Stock	02/15/2011	A		5,051	A	\$ 0	48,437	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)

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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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option (right to buy)	\$ 98.69	02/15/2011		A	5,046	02/15/2014	02/15/2021	Common Stock	5,0

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STILL JAY P 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039

**EVP**, Domestic Operations

## **Signatures**

Mark H. Kleinman, Attorney-in-Fact Jay Still

02/15/2011

\*\*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.

Reporting Owners 3