

PIONEER NATURAL RESOURCES CO  
 Form 4  
 November 21, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(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]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 Chairman & CEO

(Last) (First) (Middle)  
 5205 N. O'CONNOR BLVD.,  
 SUITE 200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/17/2011

IRVING, TX 75039

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_X\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock							22,107 <sup>(1)</sup>	I	401(k)
Common Stock	11/17/2011		G	V	2,000	D \$ 0	646,165	D	
Common Stock	11/18/2011		S		400	D \$ 91.36	645,765	D	
Common Stock	11/18/2011		S		100	D \$ 91.37	645,665	D	
Common Stock	11/18/2011		S		1,500	D \$ 91.4543	644,165	D	

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Common Stock	11/18/2011	S	400	D	\$ 91.46	643,765	D
Common Stock	11/18/2011	S	100	D	\$ 91.48	643,665	D
Common Stock	11/18/2011	S	297	D	\$ 91.52	643,368	D
Common Stock	11/18/2011	S	100	D	\$ 91.53	643,268	D
Common Stock	11/18/2011	S	1,503	D	\$ 91.5503	641,765	D
Common Stock	11/18/2011	S	200	D	\$ 91.575	641,565	D
Common Stock	11/18/2011	S	100	D	\$ 91.61	641,465	D
Common Stock	11/18/2011	S	400	D	\$ 91.65	641,065	D
Common Stock	11/18/2011	S	500	D	\$ 91.71	640,565	D
Common Stock	11/18/2011	S	100	D	\$ 91.725	640,465	D
Common Stock	11/18/2011	S	400	D	\$ 91.77	640,065	D
Common Stock	11/18/2011	S	200	D	\$ 91.82	639,865	D
Common Stock	11/18/2011	S	100	D	\$ 91.85	639,765	D
Common Stock	11/18/2011	S	200	D	\$ 91.86	639,565	D
Common Stock	11/18/2011	S	200	D	\$ 91.87	639,365	D
Common Stock	11/18/2011	S	100	D	\$ 91.89	639,265	D
Common Stock	11/18/2011	S	100	D	\$ 92.02	639,165	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

