SPO ADVISORY CORP Form SC 13G/A February 14, 2011

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*
PIONEER NATURAL RESOURCES COMPANY
(Name of Issuer)
COMMON STOCK
(Title of Class of Securities)
723787107
(CUSIP Number)
December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

_]	Rule 13d-1(b)
[X]	Rule 13d-1(c)
_]	Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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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### CUSIP No. 723787107

1.	Names of Reporting Persons.  I.R.S. Identification Nos. of above persons (entities only).						
	SPO Part	SPO Partners II, L.P.					
2.	Check the Appropriate Box if a Member of a Group (See Instructions)						
	(a) [_]						
3.	(b) [X] SEC Use Only						
4.	Citizensh Delaware	-	ace of Organization				
		5.	Sole Voting Power				
Number Shares	of	6.	11,181,254 (1) Shared Voting Power				
Beneficia Owned b Reportin	y Each	7.	0 Sole Dispositive Power				
Person W	Vith:	8.	11,181,254 (1) Shared Dispositive Power				
9.	Aggregate	Amoun	0 t Beneficially Owned by Each Reporting Person				
	11,181,254 Check if th		egate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]				
11.	Percent of	Class R	epresented by Amount in Row (9)				
	9.6% Type of Reporting Person (See Instructions)						
	(PN)						
1) Power is exercised through its sole general partner, SPO Advisory Partners, L.P.							

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#### CUSIP No. 723787107

1.		Names of Reporting Persons.  I.R.S. Identification Nos. of above persons (entities only).						
	SPO Adv	SPO Advisory Partners, L.P.						
2.	Check th	ie Appi	ropriate Box if a Member of a Group (See Instructions)					
	(a) [_]	(a) [_]						
3.	(b) [X] SEC Use	Only						
4.	Citizensh Delawar	_	nip or Place of Organization					
		5.	Sole Voting Power					
			11,181,254 (1)(2)					
	umber of Shares	6.	Shared Voting Power					
	neficially ed by Each		0					
R	eporting	7.	Sole Dispositive Power					
Per	son With:	8.	11,181,254 (1)(2) Shared Dispositive Power					
			0					
9.	Aggre	gate Aı	mount Beneficially Owned by Each Reporting Person					
	11,181	,254						
10.	Check	if the	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]					
11.	Percen	t of Cl	ass Represented by Amount in Row (9)					
	9.6%	9.6%						
12.	Type o	of Repo	orting Person (See Instructions)					
	(PN)							
(1) Solo	ely in its cap	acity a	s the sole general partner of SPO Partners II, L.P.					
(2) Pov	ver is exercis	sed thro	ough its sole general partner, SPO Advisory Corp.					

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#### CUSIP No. 723787107

1.		Names of Reporting Persons.  I.R.S. Identification Nos. of above persons (entities only).					
	San Fran	icisco I	Partners, L.P.				
2.	Check th	ie Appi	ropriate Box if a Member of a Group (See Instructions)				
	(a) [_]						
3.	(b) [X] SEC Use	e Only					
4.	Citizensl Californi	_	Place of Organization				
		5.	Sole Voting Power				
			327,350 (1)				
	Number of Shares Seneficially	6.	Shared Voting Power				
Ow	rned by Each Reporting erson With:	7.	0 Sole Dispositive Power				
		8.	327,350 (1) Shared Dispositive Power				
9.	Aggregate	Amou	0 ant Beneficially Owned by Each Reporting Person				
10.	327,350 Check if th	ne Agg	regate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]				
11.	Percent of	Class 1	Represented by Amount in Row (9)				
12.	0.3% Type of Ro	0.3% Type of Reporting Person (See Instructions)					
	(PN)						
(1) Po	ower is exercis	sed thre	ough its sole general partner, SF Advisory Partners, L.P.				
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#### CUSIP No. 723787107

1.		ng Persons. on Nos. of above persons (entities only).							
	SF Adviso	SF Advisory Partners, L.P.							
2.	Check the	Approp	priate Box if a Member of a Group (See Instructions)						
	(a) [_]								
3.	(b) [X] SEC Use	Only							
4.	Citizensh Delaware	_	ce of Organization						
		5.	Sole Voting Power						
N	Tumber of Shares	6.	327,350 (1)(2) Shared Voting Power						
Owi F	eneficially ned by Each Reporting	7.	0 Sole Dispositive Power						
Pe	rson With:	8.	327,350 (1)(2) Shared Dispositive Power						
9.	Aggregate	Amour	0 at Beneficially Owned by Each Reporting Person						
10.	327,350 Check if the	he Aggr	egate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]						
11.	Percent of	Class R	depresented by Amount in Row (9)						
12.	0.3% 2. Type of Reporting		Person (See Instructions)						
	(PN)								
(1) Solo	ely in its capa	city as t	he sole general partner of San Francisco Partners, L.P.						
(2) Pov	ver is exercise	ed throu	gh its sole general partner, SPO Advisory Corp.						
			Page 5 of 16 pages						

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such shares.

McDermott.

1.		Names of Reporting Persons.  I.R.S. Identification Nos. of above persons (entities only).								
	SPO Ac	ory Corp.								
2.	Check t	eck the Appropriate Box if a Member of a Group (See Instructions)								
	(a) [_]									
(b) [X] 3. SEC Use Only										
4.	Citizens Delawa	or Place of Organization								
		Sole Voting Power								
	Number of Shares	11,508,604 (1)(2) 5. Shared Voting Power								
O	Beneficially wned by Each Reporting	0 Sole Dispositive Power								
I	Person With:	11,508,604 (1)(2) 3. Shared Dispositive Power								
9.	Ag	0 gate Amount Beneficially Owned by Each Reporting Person								
10.	•	if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]								
11.	Per	Percent of Class Represented by Amount in Row (9)								
12.	9.9 Tyj	% pe of Reporting Person (See Instructions)								
	(Co									
	•	ity as the sole general partner of SPO Advisory Partners, L.P. with respect to 11,181,254 of such ts capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 327,350 of								

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(2) Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf and Edward H.

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1.		Names of Reporting Persons.  I.R.S. Identification Nos. of above persons (entities only).								
	John H. S	Scully								
2.	Check the	Check the Appropriate Box if a Member of a Group (See Instructions)								
	(a) [_]	(a) [_]								
3.	(b) [X] SEC Use	(b) [X] SEC Use Only								
4.	Citizensh USA	ip or P	lace of Organization							
		5.	Sole Voting Power							
	imber of Shares	6.	6,600 (1) Shared Voting Power							
Own Re	neficially ed by Each eporting son With:	7.	11,508,604 (2) Sole Dispositive Power							
Pen	son with:	8.	6,600 (1) Shared Dispositive Power							
9.	Aggregate	Amoui	11,508,604 (2) nt Beneficially Owned by Each Reporting Person							
10.	11,515,204 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]									
11.	Percent of	Class F	Represented by Amount in Row (9)							
12.	9.9% Type of Reporting Person (See Instructions)									
	(IN)									
(1) The	se shares are	held in	n Mr. Scully's Individual Retirement Account, which is self-directed.							
		•	eemed to be beneficially owned by Mr. Scully solely in his capacity as one of three Advisory Corp.							

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1.		Names of Reporting Persons.  I.R.S. Identification Nos. of above persons (entities only).				
	William E.	Obendor	f			
2.	Check the A	Appropria	ate Box if a Member of a Group (See Instructions)			
	(a) [_]					
3.	(b) [X] SEC Use O	(b) [X] SEC Use Only				
4.	Citizenship USA	or Place	of Organization			
		5.	Sole Voting Power			
	Number of Shares	6.	38,600 (1) Shared Voting Power			
	Beneficially Owned by Each Reporting	7.	11,508,604 (2) Sole Dispositive Power			
	Person With:	8.	38,600 (1) Shared Dispositive Power			
9.	Aggregate Ar	nount Be	11,508,604 (2) eneficially Owned by Each Reporting Person			
10.	11,547,204 Check if the A	Aggregat	e Amount in Row (9) Excludes Certain Shares (See Instructions) [_]			
11.	Percent of Cla	ass Repre	esented by Amount in Row (9)			
12.	9.9% Type of Repo	9.9% Type of Reporting Person (See Instructions)				
	(IN)					
(1) 7	These shares are he	eld in Mr	. Oberndorf's Individual Retirement Account, which is self-directed.			
	These shares may larolling persons of		ed to be beneficially owned by Mr. Oberndorf solely in his capacity as one of three visory Corp.			

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#### CUSIP No. 723787107

1.	Names of Reporting Persons.  I.R.S. Identification Nos. of above persons (entities only).					
	Edward H. McDermott					
2.	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a) [_]					
3.	(b) [X] SEC Use Only					
4.	Citizenship or Place of Organization USA					
		5.	Sole Voting Power			
	ber of ares	6.	1,100 (1) Shared Voting Power			
Owned Rep	ficially by Each orting	7.	11,508,604 (2) Sole Dispositive Power			
Person	n With:	8.	1,100 (1) Shared Dispositive Power			
9. A	Aggregate .	Amount	11,508,604 (2) Beneficially Owned by Each Reporting Person			
	1,509,704 Check if the		gate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]			
11.						