

VACA COCA GUIMAR

Form 4

December 14, 2004

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VACA COCA GUIMAR

2. Issuer Name **and** Ticker or Trading
Symbol
PIONEER NATURAL
RESOURCES CO [PXD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5205 N. O'CONNOR BLVD.,
SUITE 900

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2004

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

SUBSIDIARY OFFICER

(Street)
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/14/2004		M		3,333	A	\$ 14	43,393	D
Common Stock	12/14/2004		M		10,000	A	\$ 12.4375	53,393	D
Common Stock	12/14/2004		M		12,500	A	\$ 12.5	65,893	D
Common Stock	12/14/2004		M		12,667	A	\$ 18.3	78,560	D
Common Stock	12/14/2004		S		38,500	D	\$ 34.5004	40,060	D

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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Non-Qualified Stock Option (right to buy)	\$ 12.4375	12/14/2004		M		10,000		08/23/2000	08/23/2005	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 12.5	12/14/2004		M		12,500		08/16/2001	08/16/2006	Common Stock	12
Non-Qualified Stock Option (right to buy)	\$ 14	12/14/2004		M		3,333		11/23/1999	11/23/2004	Common Stock	3,
Non-Qualified Stock Option (right to buy)	\$ 18.3	12/14/2004		M		12,667		02/19/2003	02/19/2008	Common Stock	12

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VACA COCA GUIMAR 5205 N. O'CONNOR BLVD., SUITE 900 IRVING, TX 75039	SUBSIDIARY OFFICER

Signatures

By: Mark L. Withrow, Attorney-in-Fact For: Guimar Vaca
Coca

12/14/2004

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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