

BERG MARK STEPHEN

Form 4

September 07, 2010

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 *
BERG MARK STEPHEN

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 200

3. Date of Earliest Transaction
(Month/Day/Year)
09/03/2010

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
EVP & General Counsel

(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	09/03/2010		J		625 ⁽¹⁾	A \$ 62.5	9,147 I 401(k) ⁽²⁾
Common Stock	09/03/2010		S		400	D \$ 61.787	73,499 D
Common Stock	09/03/2010		S		200	D \$ 61.786	73,299 D
Common Stock	09/03/2010		S		100	D \$ 61.785	73,199 D
Common Stock	09/03/2010		S		100	D \$ 61.7831	73,099 D

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Common Stock	09/03/2010	S	100	D	\$ 61.762	72,999	D
Common Stock	09/03/2010	S	300	D	\$ 61.753	72,699	D
Common Stock	09/03/2010	S	400	D	\$ 61.752	72,299	D
Common Stock	09/03/2010	S	200	D	\$ 61.742	72,099	D
Common Stock	09/03/2010	S	100	D	\$ 61.732	71,999	D
Common Stock	09/03/2010	S	1,500	D	\$ 61.724	70,499	D
Common Stock	09/03/2010	S	645	D	\$ 61.722	69,854	D

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BERG MARK STEPHEN 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039	EVP & General Counsel

Signatures

Mark H. Kleinman,
Attorney-in-Fact

09/07/2009

__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) The shares were purchased on various dates and at various prices through regular payroll deductions by the reporting person.
- (2) Shares beneficially owned as a result of the 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.

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