

CHEATWOOD CHRIS J  
Form 4  
February 24, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CHEATWOOD CHRIS J

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  
  
(Street)  
  
IRVING, TX 75039  
  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
02/23/2011

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
EVP, BD & Technology

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

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    |                                      |  |                                |   | 130 <sup>(1)</sup>  | I  | 401(k)                                     |
| Common Stock                    | 02/23/2011                           |  | S                              |   | 8,668   | D  |  |
|                                 |                                      |  |                                |   | \$ 100.7603   |  |  |
| Common Stock                    | 02/23/2011                           |  | S                              |   | 7,155   | D  |  |
|                                 |                                      |  |                                |   | \$ 100.7871   |  |  |
| Common Stock                    | 02/23/2011                           |  | S                              |   | 4,990   | D  |  |
|                                 |                                      |  |                                |   | \$ 100.85   |  |  |
| Common Stock                    | 02/23/2011                           |  | S                              |   | 218   | D  |  |
|                                 |                                      |  |                                |   | \$ 100.87   |  |  |

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|              |            |  |   |     |   |             |        |   |
|--------------|------------|--|---|-----|---|-------------|--------|---|
| Common Stock | 02/23/2011 |  | S | 100 | D | \$ 100.8703 | 70,760 | D |
| Common Stock | 02/23/2011 |  | S | 700 | D | \$ 100.8704 | 70,060 | D |
| Common Stock | 02/23/2011 |  | S | 300 | D | \$ 100.871  | 69,760 | D |
| Common Stock | 02/23/2011 |  | S | 914 | D | \$ 100.88   | 68,846 | D |
| Common Stock | 02/23/2011 |  | S | 118 | D | \$ 100.89   | 68,728 | D |
| Common Stock | 02/23/2011 |  | S | 18  | D | \$ 100.9    | 68,710 | D |
| Common Stock | 02/23/2011 |  | S | 500 | D | \$ 100.9001 | 68,210 | D |
| Common Stock | 02/23/2011 |  | S | 200 | D | \$ 100.9003 | 68,010 | D |
| Common Stock | 02/23/2011 |  | S | 14  | D | \$ 100.91   | 67,996 | D |
| Common Stock | 02/23/2011 |  | S | 869 | D | \$ 100.92   | 67,127 | D |
| Common Stock | 02/23/2011 |  | S | 100 | D | \$ 100.9201 | 67,027 | D |
| Common Stock | 02/23/2011 |  | S | 100 | D | \$ 100.93   | 66,927 | D |
| Common Stock | 02/23/2011 |  | S | 200 | D | \$ 100.94   | 66,727 | D |
| Common Stock | 02/23/2011 |  | S | 100 | D | \$ 100.95   | 66,627 | 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 | 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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

CHEATWOOD CHRIS J  
5205 N. O'CONNOR BLVD., SUITE 200  
IRVING, TX 75039

EVP, BD & Technology

## Signatures

Mark H. Kleinman, Attorney-in-Fact For Chris J.  
Cheatwood

02/24/2011

\_\_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)

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