CHEATWOOD CHRIS J
Form 4
March 12, 2010

FORM 4

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

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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

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

(Last) (First) (Middle)

5205 N. O'CONNOR BLVD., SUITE 200

(Street)

IRVING, TX 75039

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								4,500	I	by Children
Common Stock								130 (1)	I	401(k)
Common Stock	03/10/2010		M		6,666	A	$ 24.72	91,625	D	
Common Stock	03/10/2010		M		3,333	A	$ 25.58	94,958	D	
Common Stock	03/10/2010		S		300	D	$ 49.06	94,658	D	

Common Stock	03/10/2010	S	400	D	$ 49.08	94,258	D
Common Stock	03/10/2010	S	200	D	$ 49.1	94,058	D
Common Stock	03/10/2010	S	100	D	$ 49.11	93,958	D
Common Stock	03/10/2010	S	300	D	$ 49.12	93,658	D
Common Stock	03/10/2010	S	100	D	$ 49.14	93,558	D
Common Stock	03/10/2010	S	400	D	$ 49.16	93,158	D
Common Stock	03/10/2010	S	1,900	D	$ 49.1753	91,258	D
Common Stock	03/10/2010	S	100	D	$ 49.18	91,158	D
Common Stock	03/10/2010	S	700	D	$ 49.19	90,458	D
Common Stock	03/10/2010	S	400	D	$ 49.21	90,058	D
Common Stock	03/10/2010	S	2,900	D	$ 49.22	87,158	D
Common Stock	03/10/2010	S	200	D	$ 49.24	86,958	D
Common Stock	03/10/2010	S	100	D	$ 49.2675	86,858	D
Common Stock	03/10/2010	S	1,499	D	$ 49.2693	85,359	D
Common Stock	03/10/2010	S	100	D	$ 49.28	85,259	D
Common Stock	03/10/2010	S	300	D	$ 49.33	84,959	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.

SEC 1474 (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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Non-Qualified Stock Option (right to buy)	$ 24.72	03/10/2010		M			6,666	08/12/2005	08/12/2010	Common Stock	6,6
Non-Qualified Stock Option (right to buy)	$ 25.58	03/10/2010		M			3,333	08/19/2006	08/19/2011	Common Stock	3,3

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	03/12/2010
**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)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.