

PIONEER NATURAL RESOURCES CO  
 Form 4  
 February 15, 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 \*  
 SHEFFIELD SCOTT D

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/14/2011

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Chairman & CEO

IRVING, TX 75039

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock					22,086 <sup>(1)</sup>	I	401(k)
Common Stock	02/14/2011		S	200	D \$ 98.5975	640,604	D
Common Stock	02/14/2011		S	200	D \$ 98.6	640,404	D
Common Stock	02/14/2011		S	200	D \$ 98.61	640,204	D
Common Stock	02/14/2011		S	200	D \$ 98.6125	640,004	D

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Common Stock	02/14/2011	S	500	D	\$ 98.62	639,504	D
Common Stock	02/14/2011	S	200	D	\$ 98.625	639,304	D
Common Stock	02/14/2011	S	300	D	\$ 98.63	639,004	D
Common Stock	02/14/2011	S	298	D	\$ 98.64	638,706	D
Common Stock	02/14/2011	S	400	D	\$ 98.645	638,306	D
Common Stock	02/14/2011	S	200	D	\$ 98.65	638,106	D
Common Stock	02/14/2011	S	100	D	\$ 98.655	638,006	D
Common Stock	02/14/2011	S	200	D	\$ 98.67	637,806	D
Common Stock	02/14/2011	S	300	D	\$ 98.6717	637,506	D
Common Stock	02/14/2011	S	145	D	\$ 98.6731	637,361	D
Common Stock	02/14/2011	S	400	D	\$ 98.68	636,961	D
Common Stock	02/14/2011	S	200	D	\$ 98.6825	636,761	D
Common Stock	02/14/2011	S	200	D	\$ 98.685	636,561	D
Common Stock	02/14/2011	S	100	D	\$ 98.69	636,461	D
Common Stock	02/14/2011	S	200	D	\$ 98.695	636,261	D
Common Stock	02/15/2011	A	25,704	A	\$ 0	661,965	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)

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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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 98.69	02/15/2011		A	32,098	02/15/2014 02/15/2021	Common Stock 32

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

SHEFFIELD SCOTT D  
5205 N. O'CONNOR BLVD., SUITE 200  
IRVING, TX 75039

Chairman & CEO

## Signatures

Mark H. Kleinman, Attorney-in-Fact For Scott D. Sheffield

02/15/2011

\*\*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) Plan

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.