

PIONEER NATURAL RESOURCES CO  
 Form 4  
 September 30, 2009

**FORM 4**

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

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).

**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)  
 09/28/2009

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

IRVING, TX 75039

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

(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)
Common Stock				(A) Price	22,177 <sup>(1)</sup>	I	401(k)
Common Stock	09/28/2009		M	20,000 A \$ 24.25	590,424	D	
Common Stock	09/28/2009		S	1,600 D \$ 35.7762	588,824	D	
Common Stock	09/28/2009		S	500 D \$ 35.78	588,324	D	
Common Stock	09/28/2009		S	1,400 D \$ 35.7836	586,924	D	

Edgar Filing: PIONEER NATURAL RESOURCES CO - Form 4

Common Stock	09/28/2009	S	500	D	\$ 35.79	586,424	D
Common Stock	09/28/2009	S	3,200	D	\$ 35.8	583,224	D
Common Stock	09/28/2009	S	900	D	\$ 35.81	582,324	D
Common Stock	09/28/2009	S	700	D	\$ 35.8143	581,624	D
Common Stock	09/28/2009	S	100	D	\$ 35.815	581,524	D
Common Stock	09/28/2009	S	300	D	\$ 35.82	581,224	D
Common Stock	09/28/2009	S	800	D	\$ 35.8212	580,424	D
Common Stock	09/28/2009	S	2,000	D	\$ 35.8255	578,424	D
Common Stock	09/28/2009	S	3,300	D	\$ 35.83	575,124	D
Common Stock	09/28/2009	S	100	D	\$ 35.835	575,024	D
Common Stock	09/28/2009	S	3,000	D	\$ 35.8367	572,024	D
Common Stock	09/28/2009	S	600	D	\$ 35.8483	571,424	D
Common Stock	09/28/2009	S	400	D	\$ 35.85	571,024	D
Common Stock	09/28/2009	S	600	D	\$ 35.8742	570,424	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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
--	--	--------------------------------------	--	--------------------------------	--	--	---

and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)								
\$ 24.25					09/28/2009			
	M				20,000	02/18/2005	02/18/2010	Common Stock

## 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

09/30/2009

\_\_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) 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.