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BAROFFIO J Form 4										
May 13, 2005	Л								PPROVAL	
	■ UNITED	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549				NOMB	3235-0287			
Check this if no longe subject to Section 16	er STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31, 2005 average	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Excha Section 17(a) of the Public Utility Holding Company Act 30(h) of the Investment Company Act of					mpany Act	ct of 1935 or Section				
(Print or Type Re	esponses)									
1. Name and Address of Reporting Person <u>*</u> BAROFFIO JAMES R			2. Issuer Name and Ticker or Trading Symbol PIONEER NATURAL			5. Relationship of Reporting Person(s) to Issuer				
	RESOURCES CO [PXD])]	(Check all applicable)				
(Last) 5205 N. O'CO SUITE 900	(First) (1	Middle)		of Earliest T Day/Year) 2005	ransactior	1	X Director Officer (giv below)		% Owner ner (specify	
(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)	Tab	ole I - Non-l	Derivativ	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	. Transaction Date Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed	d (A) or d of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(msu: 5 unu 1)			
Reminder: Report	rt on a separate line	for each cla	ass of sec	urities bene	-	-	or indirectly.	otion of	SEC 1474	
					infor requi	mation cont ired to respo ays a curre	ained in this form and unless the fo ntly valid OMB co	i are not rm	(9-02)	
	Tab					sposed of, or , convertible :	Beneficially Owned securities)	I		
1 Title of 2	3 Tra	nsaction Da	te 3A F	Deemed	4	5 Numb	er 6 Date Exerci	sable and 7	Fitle and Amount o	

1. Title of
Derivative2.3. Transaction Date3A. Deemed4.5. Number6. Date Exercisable and
Expiration Date7. Title and Amount of
Underlying Securities8. Pr1. Title of
Derivative2.3. Transaction Date4.5. Number6. Date Exercisable and
Expiration Date7. Title and Amount of
Underlying Securities8. Pr

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	05/11/2005		А	1,586		(2)	(3)	Common Stock	1,586	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BAROFFIO JAMES R 5205 N. O'CONNOR BLVD., SUITE 900 IRVING, TX 75039	Х						
Signatures							
By: Timothy L. Dove, Attorney-in-Fact For Baroffio	05/1	05/12/2005					
**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) Each restricted stock unit represents a contingent right to receive one share of PXD common stock.
- (2) The restricted stock units vest in full on the earlier of the first anniversary of the date of grant or the day prior to the date of the Company's next Annual Meeting of Stockholders.
- (3) Vested shares will be delivered to the reporting person on June 1, 2006.

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.