Edgar Filing: PIONEER NATURAL RESOURCES CO - Form 4

PIONEER NATURAL RESOURCES CO

Form 4 May 13, 2005

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

obligations

may continue.

See Instruction

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

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person *

LUNDQUIST ANDREW D

2. Issuer Name and Ticker or Trading

Symbol

PIONEER NATURAL

RESOURCES CO [PXD]

(Month/Day/Year)

05/11/2005

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

below)

5205 N. O'CONNOR BLVD., SUITE 900

(Street)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

IRVING, TX 75039

Security

(Instr. 3)

(Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

Conversion

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. Pr Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	(A) or	quired or sposed of str. 3, 4,		Year)	(Instr. 3 and 4)		Secu (Instr
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	05/11/2005		A	1,586		(2)	<u>(3)</u>	Common Stock	1,586	\$
Restricted Stock Units	(1)	05/11/2005		A	1,586		<u>(4)</u>	(3)	Common Stock	1,586	\$

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Reporting Owners

Reporting Owner Name / Address	Keiationsinps						
	Director	10% Owner	Officer	Other			
LUNDQUIST ANDREW D 5205 N. O'CONNOR BLVD., SUITE 900	X						
IRVING, TX 75039							

Signatures

By: Laura J. Walsh, Attorney-in-Fact For: Andrew D. 05/12/2005 Lundquist

> **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.
- The restricted stock units will vest in four equal quarterly installments on the following dates: August 11, 2005, November 11, 2005, February 11, 2006 and the day prior to the date of the Company's 2006 Annual Meeting of Stockholders.
- Vested shares will be delivered to the reporting person on the one year anniversary of his or her date of retirement, resignation or removal (3)from the Board of Directors.
- 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.

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.

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