### Edgar Filing: PIONEER NATURAL RESOURCES CO - Form 4

#### PIONEER NATURAL RESOURCES CO

Form 4

August 10, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** obligations

may continue. See Instruction 1(b).

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

Chairman & CEO

(Check all applicable)

(Last) (First) (Middle)

(Street)

(State)

Director Officer (give title 10% Owner

5205 N. O'CONNOR BLVD.,

**SUITE 200** 

(City)

3. Date of Earliest Transaction

(Month/Day/Year) 08/06/2009

below)

Other (specify

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_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

**IRVING, TX 75039** 

		140	Tube 1 Tion bettvative becarias required, bisposed of, or beneficiary owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed 4 and : (A) or	of (D) 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			Code V	Amount	(D)	Price	22,170 (1)	I	401(k)	
Common Stock	08/06/2009		M	10,000	A	\$ 25.58	579,510	D		
Common Stock	08/06/2009		F	9,086	D	\$ 29.88	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

**SEC 1474** (9-02)

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## displays a currently valid OMB control number.

5. Number of 6. Date Exercisable and

7. Title and Amor

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 25.58	08/06/2009		M	10,000	08/19/2004	08/19/2009	Common Stock	10

## **Reporting Owners**

Reporting Owner Name / Address Relationships

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

SHEFFIELD SCOTT D

5205 N. O'CONNOR BLVD., SUITE 200 Chairman & CEO

**IRVING, TX 75039** 

1. Title of

### **Signatures**

Mark H. Kleinman, Attorney-in-Fact for Scott D.
Sheffield
08/10/2009

\*\*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.

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