Edgar Filing: BERG MARK STEPHEN - Form 4

BERG MARE	K STEPHEN										
Form 4											
January 13, 20	010										
FORM	Δ									PPROVAL	
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: January 31 200 Estimated average burden hours per response 0.		
Form 5 obligations may contin <i>See</i> Instruct 1(b).	s Section 17(a) of the Pub		Holdi	ng Com	ipany	Act o	ge Act of 1934, f 1935 or Sectio 40	·		
(Print or Type Ro	esponses)										
1. Name and Address of Reporting Person <u>*</u> BERG MARK STEPHEN			2. Issuer Name and Ticker or Trading Symbol PIONEER NATURAL				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
		RE	RESOURCES CO [PXD]					(ene	(Check an applicable)		
(Month/ 5205 N. O'CONNOR BLVD., 01/06/2				of Earliest Transaction /Day/Year) /2010				Director 10% Owner Officer (give title Other (specify below) EVP & General Counsel			
SUITE 200											
	(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 			
IRVING, TX	75039							Person	Aore than One R	eporting	
(City)	(State) (2	Zip)	Table I - No	on-De	rivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. D (Month/Day/Year) Exect any (Mon			TransactionAcquired (A) or Code Disposed of (D))	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common			Code	e V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock								8,323 <u>(1)</u>	Ι	401(k)	
Common Stock	01/06/2010	01/11/2010) F		1,750	D	\$ 51	66,925	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BERG MARK STEPHEN 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039			EVP & General Counsel					
Signatures								
Mark H. Kleinman,	01/12/2010)						

Attorney-in-Fact

01/13/2010

Date

**Signature of Reporting Person

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.