#### KELLUM DANNY L

Form 4

September 13, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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January 31, 2005

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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).

(Print or Type Responses)

2. Issuer Name <b>and</b> Ticker or Trading Symbol PIONEER NATURAL RESOURCES CO [PXD]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
3. Date of Earliest Transaction (Month/Day/Year) 09/10/2010	Director 10% Owner Officer (give title Other (specify below)  EVP, Permian Operations		
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		
	Symbol PIONEER NATURAL RESOURCES CO [PXD] 3. Date of Earliest Transaction (Month/Day/Year) 09/10/2010 4. If Amendment, Date Original		

(City)	(State)	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. Transactic Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or		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	rinount	(D)	Titee	532 (1)	I	401(k)
Common Stock	09/10/2010		S	700	D	\$ 63.51	111,104	D	
Common Stock	09/10/2010		S	200	D	\$ 63.54	110,904	D	
Common Stock	09/10/2010		S	200	D	\$ 63.55	110,704	D	
Common Stock	09/10/2010		S	200	D	\$ 63.57	110,504	D	

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09/10/2010	S	200	D	\$ 63.605	110,304	D
09/10/2010	S	1,249	D	\$ 63.6232	109,055	D
09/10/2010	S	1,900	D	\$ 63.6429	107,155	D
09/10/2010	S	100	D	\$ 63.65	107,055	D
09/10/2010	S	100	D	\$ 63.655	106,955	D
09/10/2010	S	100	D	\$ 63.66	106,855	D
09/10/2010	S	3,200	D	\$ 63.67	103,655	D
09/10/2010	S	100	D	\$ 63.675	103,555	D
09/10/2010	S	651	D	\$ 63.68	102,904	D
09/10/2010	S	100	D	\$ 63.6975	102,804	D
09/10/2010	S	200	D	\$ 63.7	102,604	D
09/10/2010	S	100	D	\$ 63.715	102,504	D
09/10/2010	S	500	D	\$ 63.72	102,004	D
09/10/2010	S	200	D	\$ 63.74	101,804	D
	09/10/2010 09/10/2010 09/10/2010 09/10/2010 09/10/2010 09/10/2010 09/10/2010 09/10/2010 09/10/2010 09/10/2010 09/10/2010	09/10/2010       S         09/10/2010       S	09/10/2010       S       1,249         09/10/2010       S       1,900         09/10/2010       S       100         09/10/2010       S       100         09/10/2010       S       3,200         09/10/2010       S       100         09/10/2010       S       651         09/10/2010       S       100         09/10/2010       S       200         09/10/2010       S       100         09/10/2010       S       500	09/10/2010       S       1,249       D         09/10/2010       S       1,900       D         09/10/2010       S       100       D         09/10/2010       S       100       D         09/10/2010       S       3,200       D         09/10/2010       S       100       D         09/10/2010       S       651       D         09/10/2010       S       100       D         09/10/2010       S       200       D         09/10/2010       S       100       D         09/10/2010       S       500       D	09/10/2010       S       1,249       D       \$63.6232         09/10/2010       S       1,900       D       \$63.6429         09/10/2010       S       100       D       \$63.655         09/10/2010       S       100       D       \$63.655         09/10/2010       S       100       D       \$63.66         09/10/2010       S       3,200       D       \$63.67         09/10/2010       S       100       D       \$63.68         09/10/2010       S       100       D       \$63.6975         09/10/2010       S       200       D       \$63.715         09/10/2010       S       100       D       \$63.715         09/10/2010       S       500       D       \$63.72	09/10/2010       S       1,249       D       \$ 63.6232       109,055         09/10/2010       S       1,900       D       \$ 63.6429       107,155         09/10/2010       S       100       D       \$ 63.6429       107,155         09/10/2010       S       100       D       \$ 63.655       107,055         09/10/2010       S       100       D       \$ 63.655       106,955         09/10/2010       S       3,200       D       \$ 63.66       106,855         09/10/2010       S       100       D       \$ 63.675       103,655         09/10/2010       S       651       D       \$ 63.68       102,904         09/10/2010       S       100       D       \$ 63.6975       102,804         09/10/2010       S       200       D       \$ 63.71       102,604         09/10/2010       S       100       D       \$ 63.72       102,004

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	]
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	9
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	]
	Derivative				Securities	S	(Instr. 3 and 4)		(
	Security				Acquired				J
					(A) or				]

9. Nu Deriv Secur Bene Own Follo Repo

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date

Exercisable Date

Expiration Title Amount

or Number Trans

(Insti

of Shares

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KELLUM DANNY L 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039

EVP, Permian Operations

## **Signatures**

Mark H. Kleinman, Attorney-in-Fact for Danny L. Kellum

09/13/2010

\*\*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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