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PIONEER NATURAL RESOURCES CO

Form 4

November 08, 2010

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

Check this box

obligations may continue. See Instruction

11/08/2010

Stock

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)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SHEFFIELD SCOTT D Issuer Symbol PIONEER NATURAL (Check all applicable) RESOURCES CO [PXD] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 5205 N. O'CONNOR BLVD., 11/04/2010 Chairman & CEO **SUITE 200** (Street) 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 **IRVING, TX 75039** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership **Following** (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Price Code V Amount (D) Common $22,114 \frac{(1)}{2}$ Ι 401(k) Stock Common 11/04/2010 1,000 \$0 D G D 611,283 Stock Common

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

G

1,000

D

\$0

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

610,283

D

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displays a currently valid OMB control number.

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		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amour Underl Securit (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own 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

SHEFFIELD SCOTT D

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

IRVING, TX 75039

Signatures

Mark H. Kleinman, Attorney-in-Fact For Scott D.

Sheffield

11/08/2010

**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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