Edgar Filing: GARDNER R HARTWELL - Form 4

| | R HARTWELL | | | | | | | | | | |
|---|------------------------------------|---|-------|---|-------------------------------------|--|----------|--|--|--------------|--|
| Form 4 | 011 | | | | | | | | | | |
| January 04, 20 | | | | | | | | | | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES ANI Washington, D. | | | | | | | | | 3235-0287 | | |
| Check this if no longe subject to Section 16 Form 4 or Form 5 obligation: may contin <i>See</i> Instruct 1(b). | Filed pu s. Section 17 | 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 20(b) of the Investment Company Act of 1940 | | | | | | | Expires: Estimated a burden hou response | irs per | |
| (Print or Type Ro | esponses) | | | | | | | | | | |
| GARDNER R HARTWELL Symbol PION | | | | ouer Name and Ticker or Trading ol IEER NATURAL DURCES CO [PXD] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| | | | | of Earliest Transaction Day/Year) 2011 | | | | Director I0% Owner Officer (give title Other (specify below) | | | |
| | (Street) | (Street) 4. If Amendment, D Filed(Month/Day/Yea | | | Year) Applicable _X_Form f | | | Applicable Line) | l or Joint/Group Filing(Check ne) ed by One Reporting Person | | |
| IRVING, TX | 75039 | | | | | | | Form filed by M Person | More than One Ro | eporting | |
| (City) | (State) | (Zip) | Table | e I - Non-Do | erivative S | Securi | ties Ac | quired, Disposed o | of, or Beneficial | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction D (Month/Day/Yea | ar) Executi any | emed | 3. Transactio Code (Instr. 8) | 4. Securi onAcquired Disposed | ties l (A) c l of (D 4 and (A) or | 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 | |
| Common Stock | 01/02/2011 | | | М | 3,304 | А | \$0 | 51,815 | 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 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 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) | | | f Derivative Expiration Date ecurities (Month/Day/Year) acquired A) or bisposed of D) instr. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. I Dei Sec (Ins |
|---|---|---|---|--|-----|-------|--|--------------------|---|--|----------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | \$ 0 <u>(1)</u> | 01/02/2011 | | М | | 3,304 | 01/02/2011 | (3) | Common Stock | 3,304 | \$ |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|----------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| GARDNER R HARTWELL 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039 | | | | | | | |
| Signatures | | | | | | | |
| Larry N. Paulsen, Attorney-in-Fact for R. Ha | artwell | | | | | | |
| Gardner | | (| 01/04/20 | 10 | | | |

**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).
- Each restricted stock unit was the economic equivalent of one share of PXD common stock. The reporting person settled his/her restricted (1) stock units for shares of PXD common stock.
- Each restricted stock unit was the economic equivalent of one share of PXD common stock. The reporting person settled his/her restricted (2) stock units for shares of PXD common stock.
- (3) The restricted stock units had no expiration date.

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.

Date