

STILL JAY P  
Form 4  
February 15, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STILL JAY P

2. Issuer Name and Ticker or Trading Symbol  
PIONEER NATURAL RESOURCES CO [PXD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
5205 N. O'CONNOR BLVD.,  
SUITE 200  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/11/2011

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
EVP, Domestic Operations

IRVING, TX 75039

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

(City) (State) (Zip)

**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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock					165 <sup>(1)</sup>	I	401(k)
Common Stock	02/11/2011		S	200	D \$ 96.49	56,791	D
Common Stock	02/11/2011		S	47	D \$ 96.51	56,744	D
Common Stock	02/11/2011		S	500	D \$ 96.53	56,244	D
Common Stock	02/11/2011		S	200	D \$ 96.57	56,044	D

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Common Stock	02/11/2011	S	200	D	\$ 96.575	55,844	D
Common Stock	02/11/2011	S	1,000	D	\$ 96.5775	54,844	D
Common Stock	02/11/2011	S	853	D	\$ 96.5782	53,991	D
Common Stock	02/11/2011	S	469	D	\$ 96.58	53,522	D
Common Stock	02/11/2011	S	100	D	\$ 96.585	53,422	D
Common Stock	02/11/2011	S	600	D	\$ 96.59	52,822	D
Common Stock	02/11/2011	S	200	D	\$ 96.5925	52,622	D
Common Stock	02/11/2011	S	400	D	\$ 96.6	52,222	D
Common Stock	02/11/2011	S	831	D	\$ 96.6101	51,391	D
Common Stock	02/11/2011	S	2,800	D	\$ 96.6179	48,591	D
Common Stock	02/11/2011	S	600	D	\$ 96.62	47,991	D
Common Stock	02/11/2011	S	100	D	\$ 96.625	47,891	D
Common Stock	02/11/2011	S	200	D	\$ 96.6375	47,691	D
Common Stock	02/11/2011	S	600	D	\$ 96.64	47,091	D
Common Stock	02/11/2011	S	100	D	\$ 96.65	46,991	D
Common Stock	02/12/2011	F	2,605	D	\$ 96.4	44,386	D
Common Stock	02/14/2011	G V	1,000	D	\$ 0	43,386	D
Common Stock	02/15/2011	A	5,051	A	\$ 0	48,437	D

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

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(9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 98.69	02/15/2011		A	5,046	Date Exercisable: 02/15/2014 Expiration Date: 02/15/2021	Common Stock	5,046

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STILL JAY P 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039			EVP, Domestic Operations	

## Signatures

Mark H. Kleinman, Attorney-in-Fact  
Jay Still  
  
02/15/2011

        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

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