#### Edgar Filing: PIONEER NATURAL RESOURCES CO - Form 4

### PIONEER NATURAL RESOURCES CO

Form 4

November 21, 2011

#### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer

subject to Section 16. Form 4 or

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

SHEFFIELD SCOTT D

2. Issuer Name and Ticker or Trading

Symbol

PIONEER NATURAL RESOURCES CO [PXD]

(Last) (First) (Middle)

5205 N. O'CONNOR BLVD., **SUITE 200** 

(Street)

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

11/17/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Officer (give title Other (specify

below)

Chairman & CEO

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

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	onor Dispo (Instr. 3	osed 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							22,107 (1)	I	401(k)
Common Stock	11/17/2011		G V	2,000	D	\$ 0	646,165	D	
Common Stock	11/18/2011		S	400	D	\$ 91.36	645,765	D	
Common Stock	11/18/2011		S	100	D	\$ 91.37	645,665	D	
Common Stock	11/18/2011		S	1,500	D	\$ 91.4543	644,165	D	

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11/18/2011	S	400	D	\$ 91.46	643,765	D
11/18/2011	S	100	D	\$ 91.48	643,665	D
11/18/2011	S	297	D	\$ 91.52	643,368	D
11/18/2011	S	100	D	\$ 91.53	643,268	D
11/18/2011	S	1,503	D	\$ 91.5503	641,765	D
11/18/2011	S	200	D	\$ 91.575	641,565	D
11/18/2011	S	100	D	\$ 91.61	641,465	D
11/18/2011	S	400	D	\$ 91.65	641,065	D
11/18/2011	S	500	D	\$ 91.71	640,565	D
11/18/2011	S	100	D	\$ 91.725	640,465	D
11/18/2011	S	400	D	\$ 91.77	640,065	D
11/18/2011	S	200	D	\$ 91.82	639,865	D
11/18/2011	S	100	D	\$ 91.85	639,765	D
11/18/2011	S	200	D	\$ 91.86	639,565	D
11/18/2011	S	200	D	\$ 91.87	639,365	D
11/18/2011	S	100	D	\$ 91.89	639,265	D
11/18/2011	S	100	D	\$ 92.02	639,165	D
	11/18/2011 11/18/2011 11/18/2011 11/18/2011 11/18/2011 11/18/2011 11/18/2011 11/18/2011 11/18/2011 11/18/2011 11/18/2011 11/18/2011 11/18/2011 11/18/2011 11/18/2011 11/18/2011	11/18/2011       S         11/18/2011       S	11/18/2011       S       100         11/18/2011       S       297         11/18/2011       S       100         11/18/2011       S       1,503         11/18/2011       S       200         11/18/2011       S       100         11/18/2011       S       500         11/18/2011       S       100         11/18/2011       S       200         11/18/2011       S       200	11/18/2011       S       100       D         11/18/2011       S       297       D         11/18/2011       S       100       D         11/18/2011       S       1,503       D         11/18/2011       S       200       D         11/18/2011       S       400       D         11/18/2011       S       500       D         11/18/2011       S       400       D         11/18/2011       S       200       D         11/18/2011       S       100       D	11/18/2011       S       100       D       \$ 91.48         11/18/2011       S       297       D       \$ 91.52         11/18/2011       S       100       D       \$ 91.53         11/18/2011       S       1,503       D       \$ 91.5503         11/18/2011       S       200       D       \$ 91.575         11/18/2011       S       100       D       \$ 91.61         11/18/2011       S       400       D       \$ 91.65         11/18/2011       S       500       D       \$ 91.71         11/18/2011       S       400       D       \$ 91.725         11/18/2011       S       200       D       \$ 91.82         11/18/2011       S       200       D       \$ 91.85         11/18/2011       S       200       D       \$ 91.86         11/18/2011       S       200       D       \$ 91.87         11/18/2011       S       200       D       \$ 91.87         11/18/2011       S       200       D       \$ 91.89	11/18/2011       S       100       D       \$ 91.48       643,665         11/18/2011       S       297       D       \$ 91.52       643,368         11/18/2011       S       100       D       \$ 91.53       643,268         11/18/2011       S       1,503       D       \$ 91.5503       641,765         11/18/2011       S       200       D       \$ 91.575       641,565         11/18/2011       S       100       D       \$ 91.61       641,465         11/18/2011       S       500       D       \$ 91.71       640,565         11/18/2011       S       100       D       \$ 91.72       640,665         11/18/2011       S       400       D       \$ 91.72       640,065         11/18/2011       S       200       D       \$ 91.82       639,865         11/18/2011       S       200       D       \$ 91.85       639,765         11/18/2011       S       200       D       \$ 91.87       639,365         11/18/2011       S       200       D       \$ 91.87       639,365         11/18/2011       S       200       D       \$ 91.89       639,265 </td

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.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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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.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHEFFIELD SCOTT D 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039

Chairman & CEO

# **Signatures**

Mark S. Berg, Attorney-in-Fact For Scott D.
Sheffield
11/21/2011

\*\*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).
- 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.

Reporting Owners 3