Edgar Filing: DEALY RICHARD P - Form 4

DEALY RIC	HARD P										
Form 4	2012										
February 24, 2012 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSI						COMMISSION	3235-0287				
Check thi if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er STATEM 6. Filed purs ¹⁸ Section 17(a	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							burden hou response	Number:January 31,Expires:2005Estimated averageburden hours perresponse0.5	
(Print or Type R	lesponses)										
			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) 5205 N. O'C SUITE 200	(First) (M	fiddle)	3. Date of (Month/D 02/22/20	-	ansaction			Director Officer (give below)		o Owner er (specify	
	(Street)		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 					
IRVING, TX	X 75039							Person	Aore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	on Date, if	Code (Instr. 8)	on(A) or Dis (D)	sposed and 5 (A) or	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock				Code V	7 mount		Thee	311 <u>(1)</u>	I	401(k)	
Common Stock	02/22/2012			А	32,766	А	\$0	182,045	D		

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

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 113.76	02/22/2012		А	12,078	02/22/2015	02/22/2022	Common Stock	12

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DEALY RICHARD P 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039			EVP & CFO			
Signatures						
Mark H Kleinman Attorney-in-Fact For Ri	chard P					

Mark H. Kleinman, Attorney-in-Fact For Richard P. Dealy	02/24/2012	
**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)

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.