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BERG MAI Form 4 March 08, 2	RK STEPHEN											
FORM	ЛЛ									OMB AF	PROVAL	
		SECURITIES AND EXCHANGE COMMISSI Weshington D.C. 20540						OMB Number:	3235-0287			
Check tl if no lor subject Section Form 4 Form 5 obligation may cor	nger to 16. or Filed pu	Washington, D.C. 20549 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									January 31, 2005 verage rs per 0.5	
<i>See</i> Inst 1(b).		30(h)	of the I	nvestm	ent	t Compar	ny Ac	ct of 1940				
(Print or Type	Responses)											
BERG MARK STEPHEN Symbol				er i kunne und i frenter of fridding					5. Relationship of Reporting Person(s) to Issuer			
			RESOURCES CO [PXD]						(Check all applicable)			
				of Earliest Transaction Day/Year)					Director 10% Owner Officer (give title Other (specify			
5205 N. O' SUITE 200	CONNOR BLVE)).,	03/06/2	-	-)			b	elow) EVP & 0	below) General Couns	el	
				onth/Day/Year) App					. Individual or Joint/Group Filing(Check pplicable Line) X_Form filed by One Reporting Person			
IRVING, T	°X 75039							P	Form filed by Mo erson	ore than One Rep	porting	
(City)	(State)	(Zip)	Tab	ole I - No	n-l	Derivative	Secur	rities Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	curity (Month/Day/Year) Execution Date, if			Code	Transaction Disposed of (D)				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				Code	V	Amount	(D)	Price				
Stock	03/06/2012			Μ		24,509	А	\$ 15.62	130,801	D		
Common Stock	03/06/2012			S		4,312	D	\$ 102.48	126,489	D		
Common Stock	03/06/2012			S		1,800	D	\$ 102.481	124,689	D		
Common Stock	03/06/2012			S		880	D	\$ 102.49	123,809	D		
Common Stock	03/06/2012			S		4,106	D	\$ 102.5	119,703	D		

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Common Stock	03/06/2012	S	102	D	\$ 102.51 119,601	D	
Common Stock	03/06/2012	S	200	D	\$ 102.53 119,401	D	
Common Stock	03/07/2012	J	64 <u>(1)</u>	А	\$ 105.34 9,850	Ι	401(k) (2)

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. 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)	\$ 15.62	03/06/2012		М	24,509	02/18/2012	02/18/2019	Common Stock	24

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BERG MARK STEPHEN 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039			EVP & General Counsel				
Signatures							
Mark H. Kleinman, Attorney-in-Fact For M Berg	lark S.	03/0	08/2012				
**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) The shares were purchased on various dates and at various prices through regular payroll deductions by the reporting person.
- (2) Consists of shares beneficially owned as a result of reporting persons 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.