### BERG MARK STEPHEN

Form 4

March 08, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BERG MARK STEPHEN			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			PIONEER NATURAL RESOURCES CO [PXD]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify		
5205 N. O'CONNOR BLVD., SUITE 200			03/06/2012	below) below) EVP & General Counsel		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
IRVING, TX 75039				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(State)

(Zip)

(City)

Toble I	Non Dorivotive	Securities Acc	mired Dieneco	d of or Ron	eficially Owned
i abie i -	· Non-Derivative	Securities Acc	luirea. Disbose	a ot, or Ben	ienciany Owned

	Table 1 - Non-Delivative Securities Acquired, Disposed of, or Deficientially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed 3. onth/Day/Year) Execution Date, if Transac any Code (Month/Day/Year) (Instr. 8			sed of ( 4 and :	` ′	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)		Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
			Code V	Amount	(D)	Price	(moure une i)		
Common Stock	03/06/2012		M	24,509	A	\$ 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 (1)	A	\$ 105.34 9,850	I	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.

SEC 1474

(9-02)

# 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		M	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			EVP & General Counsel				
IRVING, TX 75039							

# **Signatures**

Mark H. Kleinman, Attorney-in-Fact For Mark S.
Berg
03/08/2012

\*\*Signature of Reporting Person Date

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## **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.