HANNES WILLIAM F Form 4

Check this box

if no longer

subject to

March 20, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

73,424

\$ 109.52 73,224

D

D

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per response...

Section 16. Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Stock

Stock

Stock

Common

Common

03/16/2012

03/16/2012

(Print or Type Responses)

HANNES WILLIAM F

1. Name and Address of Reporting Person *

See Instruction

		PION	PIONEER NATURAL RESOURCES CO [PXD]				(Check all applicable)				
(Last)	, ,	(Mont	e of Earliest T h/Day/Year)	ransaction		– – h	Director Officer (give to elow)		Owner er (specify		
5205 N. C SUITE 20	D'CONNOR BLVD 00	D., 03/16	5/2012					Texas Operation	ons		
	(Street)	4. If A	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
IDVING	TX 75039					-	Form filed by Mo	1 0			
ik viivo,	1X /3039					P	erson				
(City)	(State)	(Zip) T	able I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	equired (A)	5. Amount of	6.	7. Nature of		
Security (Month/Day/Year) Execution			* * * * * * * * * * * * * * * * * * * *				Securities	Ownership	Indirect		
(Instr. 3) any		any (Month/Day/Year	Code (Instr. 3, 4 and 5) Pay/Year) (Instr. 8)				Beneficially Owned	Form: Direct (D)	Beneficial Ownership		
		(Wional/Day/Teal) (IIIsu. 0)				Following	or Indirect	(Instr. 4)		
					(A)		Reported	(I)			
					or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
			Code V	Amount	(D)	Price	(Ilisti. 3 alid 4)				
Common Stock							14 (1)	I	401(k)		
Common	03/16/2012		S	11,889	D	\$ 109.5	73,724	D			

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

S

S

300

200

D

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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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5.	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	execution Date, if any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	(Month/Day/	Month/Day/Year)		int of rlying ities . 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HANNES WILLIAM F 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039

EVP, S Texas Operations

Signatures

Mark H. Kleinman, Attorney-in-Fact For William Hannes

03/20/2012

**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).
- 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.

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