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PIONEER NATURAL RESOURCES CO

Form 4

March 18, 2013

FORM 4

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

OMB 3235-0287 Number:

Estimated average

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OMB APPROVAL

Check this box if no longer subject to Section 16.

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

January 31, 2005

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

Expires:

1(b).

Common

Common

Common

Stock

Stock

Stock

03/13/2013

03/14/2013

03/15/2013

(Print or Type Responses)

1. Name and Address of Reporting Person * SHEFFIELD SCOTT D			der reame and riener or reading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 5205 N. O SUITE 20	'CONNOR BLVI	(Month	e of Earliest Transaction n/Day/Year)	Director 10% Owner Officer (give title Other (specify below) Chairman & CEO			
IRVING, '	(Street) TX 75039 (State)	Filed(M	Annth/Day/Year) A	Individual or Joint/Group Filing(Check pplicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting erson			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	16	3. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				

3,000

10,000

9,600

D

D

D

\$0

\$

127.1861

128.8052

662,217

30,000

30,400

D

Ι

I

G

 $S^{(2)}$

 $S^{(3)}$

Family

(Officer Trustee)

Family

Trust

Trust

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								(Spouse Trustee)
Common Stock	03/15/2013	S	400	D	\$ 129.56	30,000	I	Family Trust (Spouse Trustee)

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Kelationsinps						
	Director	10% Owner	Officer	Other			

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

Chairman & CEO

Deletionships

Signatures

Mark H. Kleinman, Attorney-in-Fact For Scott D.
Sheffield
03/18/2013

**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).

Reporting Owners 2

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- (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) Plan
- This transaction was executed in multiple trades at prices ranging from \$127.125 to \$127.1805. The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$128.31 to \$129.29. The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.