

PIONEER NATURAL RESOURCES CO

Form 8-K

April 21, 2008

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**  
**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported): April 21, 2008**

**PIONEER NATURAL RESOURCES COMPANY**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of incorporation)

**1-13245**  
(Commission File Number)

**75-2702753**  
(I.R.S. Employer  
Identification Number)

**5205 N. O Connor Blvd**  
**Suite 200**  
**Irving, Texas**  
(Address of principal  
executive offices)

**75039**  
(Zip code)

Registrant's telephone number, including area code: **(972) 444-9001**  
**Not applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 21, 2008, Darin G. Holderness, Vice President and Chief Accounting Officer of Pioneer, announced that he plans to leave Pioneer, effective May 9, 2008, to take a position as chief financial officer of another company.

**Item 7.01. Regulation FD Disclosure.**

Pioneer Natural Resources Company ( Pioneer ) has supplemented its investor presentation by adding or revising the slides attached hereto as Exhibit 99.1.

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

*The information in this report and its exhibit contains forward-looking statements that involve risks and uncertainties. The words believes, plans, expects, anticipates, intends, continue, may, will, could, should, future, potential, estimate, or the negative of such terms and similar expressions as they relate to Pioneer are intended to identify forward-looking statements. Forward-looking statements and Pioneer's business prospects are subject to a number of risks and uncertainties that may cause actual results in future periods to differ materially from the forward-looking statements. These risks and uncertainties include, among other things, volatility of commodity prices, product supply and demand, competition, the ability to obtain environmental and other permits and the timing thereof, other government regulation or action, third party approvals, international operations and associated international political and economic instability, litigation, the costs and results of drilling and operations, access to and availability of drilling equipment and transportation, processing and refining facilities, Pioneer's ability to replace reserves, implement its business plans (including its plan to repurchase stock) or complete its development projects as scheduled, access to and cost of capital, uncertainties about estimates of reserves and resource potential and the ability to book proved reserves in the future, the assumptions underlying production forecasts, quality of technical data, environmental and weather risks, and acts of war or terrorism. These and other risks are described in Pioneer's 10-K and 10-Q Reports and other filings with the Securities and Exchange Commission. In addition, Pioneer may be subject to currently unforeseen risks that may have a materially adverse impact on it. Pioneer undertakes no duty to publicly update these statements except as required by law.*

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Pioneer Natural Resources Presentation Slides

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PIONEER NATURAL RESOURCES  
COMPANY**

By: /s/ Richard P. Dealy  
Richard P. Dealy  
Executive Vice President and Chief  
Financial Officer

Dated: April 21, 2008

---

**PIONEER NATURAL RESOURCES COMPANY  
EXHIBIT INDEX**

Exhibit No.	Description
99.1(a)	Pioneer Natural Resources Presentation Slides

(a) Furnished  
herewith.