

PIONEER NATURAL RESOURCES CO
 Form 4
 March 16, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHEFFIELD SCOTT D

2. Issuer Name and Ticker or Trading Symbol
PIONEER NATURAL RESOURCES CO [PXD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5205 N. O'CONNOR BLVD.,
 SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/12/2010

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Chairman & CEO

IRVING, TX 75039

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount (A) or (D) Price		
Common Stock					22,133 ⁽¹⁾	I	401(k)
Common Stock	03/12/2010		M		10,000 A \$ 25.58	D	
Common Stock	03/12/2010		S		1,400 D \$ 52.2096	D	
Common Stock	03/12/2010		S		500 D \$ 52.21	D	
Common Stock	03/12/2010		S		1,900 D \$ 52.2142	D	

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Common Stock	03/12/2010	S	326	D	\$ 52.225	628,157	D
Common Stock	03/12/2010	S	500	D	\$ 52.23	627,657	D
Common Stock	03/12/2010	S	1,200	D	\$ 52.2392	626,457	D
Common Stock	03/12/2010	S	500	D	\$ 52.24	625,957	D
Common Stock	03/12/2010	S	1,100	D	\$ 52.2468	624,857	D
Common Stock	03/12/2010	S	400	D	\$ 52.2687	624,457	D
Common Stock	03/12/2010	S	200	D	\$ 52.27	624,257	D
Common Stock	03/12/2010	S	200	D	\$ 52.28	624,057	D
Common Stock	03/12/2010	S	374	D	\$ 52.2804	623,683	D
Common Stock	03/12/2010	S	400	D	\$ 52.285	623,283	D
Common Stock	03/12/2010	S	200	D	\$ 52.29	623,083	D
Common Stock	03/12/2010	S	200	D	\$ 52.38	622,883	D
Common Stock	03/12/2010	S	500	D	\$ 52.39	622,383	D
Common Stock	03/12/2010	S	100	D	\$ 52.41	622,283	D

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

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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)								
\$ 25.58								
03/12/2010								
	M				08/19/2005	08/19/2010	Common Stock	10

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Chairman & CEO

Signatures

Mark H. Kleinman, Attorney-in-Fact For Scott D.
Sheffield

03/16/2010

__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) 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

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.