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PIONEER NATURAL RESOURCES CO

Form 4 June 17, 2013

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

Check this box

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

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Ad DEALY RIC		orting Person *	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) 5205 N. O'Co SUITE 200	(First) ONNOR B	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/13/2013	Director 10% Owner Officer (give title Other (specify below) EVP & CFO		
IRVING, TX	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	e Secu	rities Acquire	ed, Disposed of, o	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. Transactic Code (Instr. 8)	4. Securit onDisposed (Instr. 3, 4	of (D)		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)
Common Stock							310 (1)	I	401(k)
Common Stock	06/13/2013		M	10,368	A	\$ 15.62	189,538	D	
Common Stock	06/13/2013		S(2)	10,368 (3)	D	\$ 145.9528	179,170	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form

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displays a currently valid OMB control number.

5. Number of

6. Date Exercisable and

Expiration Date

7. Title and Amor

Underlying Secur

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(Month/Day/Year) Execution Date, if TransactionDerivative

Security (Instr. 3)	or Exercise Price of Derivative Security	į	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Y	ear)	(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	06/13/2013		M	10,368	02/18/2012	02/18/2019	Common Stock	10

Reporting Owners

Conversion

Reporting Owner Name / Address	Relationships

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

DEALY RICHARD P

5205 N. O'CONNOR BLVD., SUITE 200 EVP & CFO

IRVING, TX 75039

1. Title of

Derivative

Signatures

Mark H. Kleinman, Attorney-in-Fact For Richard P.
Dealy
06/17/2013

**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).
- (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)
- This transaction was executed in multiple trades at prices ranging from \$145.9146 to \$146.06. 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.
 - The reporting person's sale of common stock of Pioneer Natural Resources Company (PXD) reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 27 shares, with the reporting person's purchase of 27 shares of PXD common stock at a price of \$131.31 on February 14, 2013. On May 22, 2013, the reporting person had a sale of shares at \$144 per share
- (3) that also was matchable with that February 14, 2013 purchase, and in connection with such sale, paid to the Company on May 23, 2013 the full amount of profit then realized of \$342.66. Accordingly, in connection with the sale reported hereby, the reporting person has agreed to pay to PXD, upon settlement of sale, the requisite incremental amount of \$55.60, representing, in the aggregate, the full amount of the profit realized in connection with the short-swing transaction, less transaction costs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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