

PIONEER NATURAL RESOURCES CO

Form 10-K/A

March 10, 2005

Table of Contents

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

FORM 10-K/A

(Amendment No. 1)

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2004**

or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____**

Commission File Number: 1-13245

Pioneer Natural Resources Company

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-2702753
(I.R.S. Employer
Identification No.)

**5205 N. O Connor Blvd., Suite 900, Irving,
Texas**
(Address of principal executive offices)

75039
(Zip Code)

Registrant's telephone number, including area code: **(972) 444-9001**

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant

was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Aggregate market value of the voting common equity held by non-affiliates of the Registrant computed by reference to the price at which the common equity was last sold as of the last business day of the Registrant's most recently completed second fiscal quarter **\$ 4,174,193,054**

Number of shares of Common Stock outstanding as of February 17, 2005 **143,669,263**

Documents Incorporated by Reference:

- (1) Proxy Statement for Annual Meeting of Shareholders to be held May 11, 2005 Referenced in Part III of this report.
-

TABLE OF CONTENTS

EXPLANATORY NOTE

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

ITEM 11. EXECUTIVE COMPENSATION

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND
MANAGEMENT

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

SIGNATURE

EXHIBIT INDEX

Amendment to Restated Bylaws

Certification of CEO Pursuant to Section 302

Certification of CFO Pursuant to Section 302

Certification of CEO Pursuant to Section 906

Certification of CFO Pursuant to Section 906

Table of Contents

EXPLANATORY NOTE

Pioneer Natural Resources Company (the Company) is filing this Form 10-K/A Amendment No. 1 to its annual report on Form 10-K for the year ended December 31, 2004 (the Form) to change references on the cover page of the Form and within Part III, Items 10, 11, 12, 13 and 14 of the Form to read that the Company's Annual Meeting of Shareholders will be held on May 11, 2005.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information required in response to this item is set forth in the Company's definitive proxy statement for the annual meeting of stockholders to be held on May 11, 2005 and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required in response to this item is set forth in the Company's definitive proxy statement for the annual meeting of stockholders to be held on May 11, 2005 and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

See Item 5. Market for Registrant's Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities for information regarding the Company's equity compensation plans. The information required in response to this item is set forth in the Company's definitive proxy statement for the annual meeting of stockholders to be held on May 11, 2005 and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information required by Item 201(d) of Regulation S-K in response to this item is provided in Item 5. Market for Registrant's Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities. The information required by Item 403 of Regulation S-K in response to this item is set forth in the Company's definitive proxy statement for the annual meeting of stockholders to be held on May 11, 2005 and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required in response to this item is set forth in the Company's definitive proxy statement for the annual meeting of stockholders to be held on May 11, 2005 and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(b) Exhibits

An Exhibit Index has been filed as part of this report beginning on page 4 hereof and is incorporated herein by reference.

Table of Contents

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

PIONEER NATURAL RESOURCES
COMPANY

Date: March 10, 2005

By: /s/ Darin G. Holderness
Darin G. Holderness, Vice President
and
Chief Accounting Officer

3

Table of Contents

EXHIBIT INDEX

**Pioneer Natural Resources Company Form 10-K/A
For the Year Ended December 31, 2004**

- 3.3(a) - Amendment No. 1 to Restated Bylaws of the Company.
 - 31.1(a) - Chief Executive Officer certification under Section 302 of the Sarbanes-Oxley Act of 2002.
 - 31.2(a) - Chief Financial Officer certification under Section 302 of the Sarbanes-Oxley Act of 2002.
 - 32.1(b) - Chief Executive Officer certification under Section 906 of the Sarbanes-Oxley Act of 2002.
 - 32.2(b) - Chief Financial Officer certification under Section 906 of the Sarbanes-Oxley Act of 2002.
-

- (a) Filed herewith.
- (b) Furnished herewith.