

PIONEER NATURAL RESOURCES CO
 Form 4
 May 12, 2009

FORM 4

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

OMB APPROVAL

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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)
 05/08/2009

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

IRVING, TX 75039

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

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock					568,115	D	
Common Stock					22,173 ⁽¹⁾	I	401(k)
Common Stock	05/08/2009		M	26,000	A \$ 17.69	594,115	D
Common Stock	05/08/2009		S	100	D \$ 28.27	594,015	D
Common Stock	05/08/2009		S	2,400	D \$ 28.28	591,615	D

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Common Stock	05/08/2009	S	1,200	D	\$ 28.29	590,415	D
Common Stock	05/08/2009	S	1,500	D	\$ 28.3	588,915	D
Common Stock	05/08/2009	S	300	D	\$ 28.31	588,615	D
Common Stock	05/08/2009	S	800	D	\$ 28.32	587,815	D
Common Stock	05/08/2009	S	2,600	D	\$ 28.34	585,215	D
Common Stock	05/08/2009	S	900	D	\$ 28.35	584,315	D
Common Stock	05/08/2009	S	1,200	D	\$ 28.36	583,115	D
Common Stock	05/08/2009	S	1,100	D	\$ 28.37	582,015	D
Common Stock	05/08/2009	S	900	D	\$ 28.39	581,115	D
Common Stock	05/08/2009	S	1,700	D	\$ 28.38	579,415	D
Common Stock	05/08/2009	S	1,200	D	\$ 28.4	578,215	D
Common Stock	05/08/2009	S	700	D	\$ 28.41	577,515	D
Common Stock	05/08/2009	S	2,500	D	\$ 28.42	575,015	D
Common Stock	05/08/2009	S	900	D	\$ 28.43	574,115	D
Common Stock	05/08/2009	S	2,400	D	\$ 28.44	571,715	D
Common Stock	05/08/2009	S	1,200	D	\$ 28.45	570,515	D
Common Stock	05/08/2009	S	600	D	\$ 28.46	569,915	D
Common Stock	05/08/2009	S	300	D	\$ 28.47	569,615	D
Common Stock	05/08/2009	S	500	D	\$ 28.48	569,115	D
Common Stock	05/08/2009	S	700	D	\$ 28.49	568,415	D
	05/08/2009	S	200	D	\$ 28.5	568,215	D

Common
Stock

Common Stock 05/08/2009 S 100 D \$ 28.53 568,115 D

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

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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	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 17.69	05/08/2009		M	26,000	08/14/2004 08/14/2009	Common Stock 26

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 05/12/2009

**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.

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