

DOVE TIMOTHY L
Form 4
August 15, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
DOVE TIMOTHY L

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President & COO

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

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2011

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					351 (1)	I	401(k)
Common Stock	08/11/2011		S	200 D	\$ 75.92 256,164	D	
Common Stock	08/11/2011		S	100 D	\$ 75.99 256,064	D	
Common Stock	08/11/2011		S	100 D	\$ 75.94 255,964	D	
Common Stock	08/11/2011		S	200 D	\$ 76.99 255,764	D	

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Common Stock	08/11/2011	S	200	D	\$ 77.11	255,564	D
Common Stock	08/11/2011	S	200	D	\$ 77.21	255,364	D
Common Stock	08/11/2011	S	200	D	\$ 77.31	255,164	D
Common Stock	08/11/2011	S	200	D	\$ 77.51	254,964	D
Common Stock	08/11/2011	S	200	D	\$ 77.85	254,764	D
Common Stock	08/11/2011	S	300	D	\$ 77.89	254,464	D
Common Stock	08/11/2011	S	100	D	\$ 77.41	254,364	D
Common Stock	08/11/2011	S	100	D	\$ 77.87	254,264	D
Common Stock	08/11/2011	S	300	D	\$ 77.97	253,964	D
Common Stock	08/11/2011	S	200	D	\$ 77.91	253,764	D
Common Stock	08/11/2011	S	400	D	\$ 78.14	253,364	D
Common Stock	08/11/2011	S	200	D	\$ 78.14	253,164	D
Common Stock	08/11/2011	S	300	D	\$ 78.23	252,864	D
Common Stock	08/11/2011	S	250	D	\$ 78.24	252,614	D
Common Stock	08/11/2011	S	250	D	\$ 78.31	252,364	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security

Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

(Instr. 3 and 4)

Owned
Follow
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DOVE TIMOTHY L
5205 N. O'CONNOR BLVD., SUITE 200
IRVING, TX 75039

President & COO

Signatures

Mark H. Kleinman, Attorney-in-Fact for Timothy L. Dove

08/15/2011

__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)

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