

PIONEER NATURAL RESOURCES CO
 Form 4
 April 02, 2012

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

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 *
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)
 03/30/2012

____ 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					22,047 ⁽¹⁾	I	401(k)
Common Stock	03/30/2012		M	10,000 A \$ 15.62	730,258	D	
Common Stock	03/30/2012		S	3,062 D \$ 107.7149	727,196	D	
Common Stock	03/30/2012		S	200 D \$ 107.745	726,996	D	
Common Stock	03/30/2012		S	1,300 D \$ 107.75	725,696	D	

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Common Stock	03/30/2012	S	213	D	\$ 107.77	725,483	D
Common Stock	03/30/2012	S	300	D	\$ 107.78	725,183	D
Common Stock	03/30/2012	S	100	D	\$ 107.79	725,083	D
Common Stock	03/30/2012	S	400	D	\$ 107.81	724,683	D
Common Stock	03/30/2012	S	300	D	\$ 107.82	724,383	D
Common Stock	03/30/2012	S	2,315	D	\$ 107.821	722,068	D
Common Stock	03/30/2012	S	100	D	\$ 107.825	721,968	D
Common Stock	03/30/2012	S	100	D	\$ 107.83	721,868	D
Common Stock	03/30/2012	S	1,000	D	\$ 107.838	720,868	D
Common Stock	03/30/2012	S	300	D	\$ 107.85	720,568	D
Common Stock	03/30/2012	S	200	D	\$ 107.88	720,368	D
Common Stock	03/30/2012	S	110	D	\$ 107.9	720,258	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.

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S

Non-Qualified Stock Option (right to buy)	\$ 15.62	03/30/2012	M	10,000	02/18/2012	02/18/2019	Common Stock	10
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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	04/02/2012
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__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.