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PIONEER NATURAL RESOURCES CO
Form 8-K
May 04, 2006

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

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 1, 2006

PIONEER NATURAL RESOURCES COMPANY

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--|
| Delaware | 1-13245 | 75-2702753 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

| | |
|---|------------|
| 5205 N. O'Connor Blvd Suite 900 Irving, Texas | 75039 |
| ----- | ----- |
| (Address of principal executive offices) | (Zip code) |

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

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01. Entry into a Material Definitive Agreement

On May 1, 2006, Pioneer Natural Resources Company (the "Company") executed a sixth supplemental indenture (the "Sixth Supplemental Indenture") with The Bank of New York Trust Company, N.A., as successor trustee (the "Trustee") under the Indenture, dated as of January 13, 1998 (as amended and supplemented, the "Indenture"), between the Company and the Trustee.

The Sixth Supplemental Indenture is attached as Exhibit 4.1, and the terms and conditions thereof are incorporated herein by reference.

The Form of the Company's 6.875% Senior Notes due 2018 issued pursuant to the Sixth Supplemental Indenture is attached as Exhibit 4.2, and the terms and conditions thereof are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

4.1 - Sixth Supplemental Indenture, dated as of May 1, 2006, among the Company, Pioneer Natural Resources USA, Inc. and The Bank of New York Trust Company, N.A., as Trustee, with respect to that indenture, dated as of January 13, 1998, between the Company and the Trustee.

4.2 - Form of 6.875% Senior Notes due 2018 of the Company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PIONEER NATURAL RESOURCES COMPANY

/s/ Darin G. Holderness

Darin G. Holderness
Vice President and Chief Accounting Officer

Dated: May 4, 2006

EXHIBIT INDEX

| Exhibit Number ----- | Exhibit Title ----- |
|----------------------------|--|
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| 4.2 - | Form of 6.875% Senior Notes due 2018 of the Company. |