

PIONEER NATURAL RESOURCES CO  
 Form 4  
 November 12, 2010

**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)  
 \_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 Chairman & CEO

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

3. Date of Earliest Transaction (Month/Day/Year)  
 11/09/2010

IRVING, TX 75039

(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 11/09/2010                           |  | M                              | 10,000 A  | \$ 25.58  | 620,283  | D   |
| Common Stock                    | 11/09/2010                           |  | S                              | 900 D   | \$ 76.61  | 619,383  | D   |
| Common Stock                    | 11/09/2010                           |  | S                              | 200 D   | \$ 76.611   | 619,183  | D   |
| Common Stock                    | 11/09/2010                           |  | S                              | 2,700 D   | \$ 76.62  | 616,483  | D   |

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|              |            |   |       |   |            |         |   |
|--------------|------------|---|-------|---|------------|---------|---|
| Common Stock | 11/09/2010 | S | 100   | D | \$ 76.6202 | 616,383 | D |
| Common Stock | 11/09/2010 | S | 3,600 | D | \$ 76.621  | 612,783 | D |
| Common Stock | 11/09/2010 | S | 400   | D | \$ 76.63   | 612,383 | D |
| Common Stock | 11/09/2010 | S | 300   | D | \$ 76.64   | 612,083 | D |
| Common Stock | 11/09/2010 | S | 300   | D | \$ 76.631  | 611,783 | D |
| Common Stock | 11/09/2010 | S | 300   | D | \$ 76.65   | 611,483 | D |
| Common Stock | 11/09/2010 | S | 300   | D | \$ 76.66   | 611,183 | D |
| Common Stock | 11/09/2010 | S | 100   | D | \$ 76.67   | 611,083 | D |
| Common Stock | 11/09/2010 | S | 400   | D | \$ 76.68   | 610,683 | D |
| Common Stock | 11/09/2010 | S | 100   | D | \$ 76.69   | 610,583 | D |
| Common Stock | 11/09/2010 | S | 100   | D | \$ 76.7    | 610,483 | D |
| Common Stock | 11/09/2010 | S | 200   | D | \$ 76.73   | 610,283 | 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<br>Stock Option<br>(right to buy) | \$ 25.58 | 11/09/2010 | M | 10,000 | 08/19/2006 | 08/19/2011 | Common<br>Stock | 10 |
|---|----------|------------|---|--------|------------|------------|-----------------|----|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| SHEFFIELD SCOTT D<br>5205 N. O'CONNOR BLVD., SUITE 200<br>IRVING, TX 75039 |               |           | Chairman & CEO |       |

## Signatures

|  |                     |
|--|---------------------|
| Mark H. Kleinman, Attorney-in-Fact For Scott D.<br>Sheffield | 11/11/2010          |
| <small>**Signature of Reporting Person</small>               | <small>Date</small> |

## 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.