

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

## 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
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response... 0.5

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)  
06/09/2015

\_\_\_\_ Director                      \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title        \_\_\_\_ Other (specify  
below)                               below)

Chairman & CEO

IRVING, TX 75039

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 X  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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            | 22,031 <sup>(1)</sup>                                                                         | I                                                        | 401(k)                                                |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            | 20,000                                                                                        | I                                                        | Family Trust (Officer Trustee)                        |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            | 20,000                                                                                        | I                                                        | Family Trust (Spouse Trustee)                         |

# Edgar Filing: PIONEER NATURAL RESOURCES CO - Form 4

|              |            |                  |        |   |             |         |   |
|--------------|------------|------------------|--------|---|-------------|---------|---|
| Common Stock | 06/09/2015 | S <sup>(2)</sup> | 8,802  | D | \$ 150.0926 | 654,441 | D |
| Common Stock | 06/10/2015 | S <sup>(3)</sup> | 11,198 | D | \$ 150.1751 | 643,243 | 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                      |

## 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

Thomas J. Murphy, Attorney-in-Fact For Scott D. Sheffield

06/11/2015

                     \*\*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)

## Edgar Filing: PIONEER NATURAL RESOURCES CO - Form 4

- This transaction was executed in multiple trades at prices ranging from \$150 to \$150.22. The price reported above reflects the weighted
- (2) average sale price. The reporting person will provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- This transaction was executed in multiple trades at prices ranging from \$150 to \$151. The price reported above reflects the weighted
- (3) average sale price. The reporting person will provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.