

CHEATWOOD CHRIS J

Form 4

September 07, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHEATWOOD CHRIS J

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/02/2010

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
EVP, BD & Technology

(Street)
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)
Common Stock				(A) or (D)			by Children
Common Stock				Code V Amount (D) Price	4,500	I	
Common Stock					130 ⁽¹⁾	I	401(k)
Common Stock	09/02/2010		M	1,400 A \$ 24.25	86,359	D	
Common Stock	09/02/2010		M	3,333 A \$ 25.58	89,692	D	
Common Stock	09/02/2010		S	100 D \$ 61.21	89,592	D	

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Common Stock	09/02/2010	S	158	D	\$ 61.2173	89,434	D
Common Stock	09/02/2010	S	100	D	\$ 61.22	89,334	D
Common Stock	09/02/2010	S	200	D	\$ 61.225	89,134	D
Common Stock	09/02/2010	S	242	D	\$ 61.23	88,892	D
Common Stock	09/02/2010	S	200	D	\$ 61.235	88,692	D
Common Stock	09/02/2010	S	100	D	\$ 61.24	88,592	D
Common Stock	09/02/2010	S	200	D	\$ 61.25	88,392	D
Common Stock	09/02/2010	S	100	D	\$ 61.26	88,292	D
Common Stock	09/02/2010	S	100	D	\$ 61.18	88,192	D
Common Stock	09/02/2010	S	234	D	\$ 61.2075	87,958	D
Common Stock	09/02/2010	S	400	D	\$ 61.21	87,558	D
Common Stock	09/02/2010	S	79	D	\$ 61.22	87,479	D
Common Stock	09/02/2010	S	200	D	\$ 61.2225	87,279	D
Common Stock	09/02/2010	S	220	D	\$ 61.2336	87,059	D
Common Stock	09/02/2010	S	200	D	\$ 61.235	86,859	D
Common Stock	09/02/2010	S	200	D	\$ 61.25	86,659	D
Common Stock	09/02/2010	S	300	D	\$ 61.26	86,359	D
Common Stock	09/02/2010	S	300	D	\$ 61.28	86,059	D
Common Stock	09/02/2010	S	200	D	\$ 61.2875	85,859	D
Common Stock	09/02/2010	S	400	D	\$ 61.29	85,459	D
	09/02/2010	S	191	D		85,268	D

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Common Stock					\$ 61.3021		
Common Stock	09/02/2010	S	200	D	\$ 61.305	85,068	D
Common Stock	09/02/2010	S	9	D	\$ 61.31	85,059	D
Common Stock	09/02/2010	S	100	D	\$ 61.32	84,959	D

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

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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 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 (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
Non-Qualified Stock Option (right to buy)	\$ 24.25	09/02/2010		M	1,400	02/18/2006 02/18/2011	Common Stock 1,4
Non-Qualified Stock Option (right to buy)	\$ 25.58	09/02/2010		M	3,333	08/19/2006 08/19/2011	Common Stock 3,3

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CHEATWOOD CHRIS J 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039	EVP, BD & Technology

Signatures

Mark H. Kleinman, Attorney-in-Fact For Chris J.
Cheatwood

09/07/2010

__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)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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