

DOVE TIMOTHY L
Form 4
August 15, 2011

FORM 4

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

OMB APPROVAL

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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 *
DOVE TIMOTHY L

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)
President & COO

(Last) (First) (Middle)

5205 N. O'CONNOR BLVD.,
SUITE 200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2011

IRVING, TX 75039

(City) (State) (Zip)

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

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) Price | | | |
| Common Stock | | | | | 351 ⁽¹⁾ | I | 401(k) |
| Common Stock | 08/11/2011 | | S | 200 D | \$ 75.92 256,164 | D | |
| Common Stock | 08/11/2011 | | S | 100 D | \$ 75.99 256,064 | D | |
| Common Stock | 08/11/2011 | | S | 100 D | \$ 75.94 255,964 | D | |
| Common Stock | 08/11/2011 | | S | 200 D | \$ 76.99 255,764 | D | |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|---------|---|
| Common Stock | 08/11/2011 | S | 200 | D | \$ 77.11 | 255,564 | D |
| Common Stock | 08/11/2011 | S | 200 | D | \$ 77.21 | 255,364 | D |
| Common Stock | 08/11/2011 | S | 200 | D | \$ 77.31 | 255,164 | D |
| Common Stock | 08/11/2011 | S | 200 | D | \$ 77.51 | 254,964 | D |
| Common Stock | 08/11/2011 | S | 200 | D | \$ 77.85 | 254,764 | D |
| Common Stock | 08/11/2011 | S | 300 | D | \$ 77.89 | 254,464 | D |
| Common Stock | 08/11/2011 | S | 100 | D | \$ 77.41 | 254,364 | D |
| Common Stock | 08/11/2011 | S | 100 | D | \$ 77.87 | 254,264 | D |
| Common Stock | 08/11/2011 | S | 300 | D | \$ 77.97 | 253,964 | D |
| Common Stock | 08/11/2011 | S | 200 | D | \$ 77.91 | 253,764 | D |
| Common Stock | 08/11/2011 | S | 400 | D | \$ 78.14 | 253,364 | D |
| Common Stock | 08/11/2011 | S | 200 | D | \$ 78.14 | 253,164 | D |
| Common Stock | 08/11/2011 | S | 300 | D | \$ 78.23 | 252,864 | D |
| Common Stock | 08/11/2011 | S | 250 | D | \$ 78.24 | 252,614 | D |
| Common Stock | 08/11/2011 | S | 250 | D | \$ 78.31 | 252,364 | 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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

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| | | | |
|------------------------|---|------------------|---|
| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3 and 4) | Own Follo Repo Trans (Instr |
| | Code V (A) (D) Date | Expiration Date | Title |
| | | Exercisable | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DOVE TIMOTHY L 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039 | | | President & COO | |

Signatures

| | |
|---|------------|
| Mark H. Kleinman, Attorney-in-Fact for Timothy L. Dove | 08/15/2011 |
| __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. 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.