BERG MARK STEPHEN

Form 4

November 17, 2011

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

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response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

if no longer

subject to

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol PIONEER NATURAL RESOURCES CO [PXD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
3. Date of Earliest Transaction (Month/Day/Year) 11/16/2011	Director 10% Owner Officer (give title Other (specify below) EVP & General Counsel			
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			
	Symbol PIONEER NATURAL RESOURCES CO [PXD] 3. Date of Earliest Transaction (Month/Day/Year) 11/16/2011 4. If Amendment, Date Original			

Toble I Non	-Derivative Securities	Acquired Disposed	lof or	Ronoficially (Dogwood
Table I - Non	1-Derivative Securities	: Acauirea, Disbosea	i oi, or	Beneficially	Jwnea

(,)	()	Tabl	e I - Non-l	Derivative	Secu	rities Acquii	rea, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		sed of	` ′	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	11/16/2011		Code V S	Amount 4,293	(D)	Price \$ 96.1488	72,981	D	
Common Stock	11/16/2011		S	100	D	\$ 96.17	72,881	D	
Common Stock	11/16/2011		S	200	D	\$ 96.18	72,681	D	
Common Stock	11/16/2011		S	100	D	\$ 96.182	72,581	D	
Common Stock	11/16/2011		S	207	D	\$ 96.183	72,374	D	

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Common Stock	11/16/2011	S	100	D	\$ 96.19	72,274	D	
Common Stock	11/16/2011	S	200	D	\$ 96.191	72,074	D	
Common Stock	11/16/2011	S	400	D	\$ 96.193	71,674	D	
Common Stock	11/16/2011	S	300	D	\$ 96.202	71,374	D	
Common Stock	11/16/2011	S	200	D	\$ 96.212	71,174	D	
Common Stock	11/16/2011	S	300	D	\$ 96.22	70,874	D	
Common Stock	11/16/2011	S	200	D	\$ 96.221	70,674	D	
Common Stock	11/16/2011	S	100	D	\$ 96.222	70,574	D	
Common Stock	11/16/2011	S	300	D	\$ 96.23	70,274	D	
Common Stock	11/16/2011	S	500	D	\$ 96.231	69,774	D	
Common Stock	11/17/2011	J	486 <u>(1)</u>	A	\$ 94.27	9,697	I	401(k) (2)

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)	4. Transact Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BERG MARK STEPHEN 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039

EVP & General Counsel

Signatures

Mark H. Kleinman, Attorney-in-Fact For Mark S. Berg

11/17/2011

**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) The shares were purchased on various dates and at various prices through regular payroll deductions by the reporting person.
- (2) 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.

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