

PIONEER NATURAL RESOURCES CO

Form 4

March 07, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ALAMEDDINE A R

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 900

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP - WORLDWIDE BUSINESS DEV

(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	03/03/2005		M	3,017 A \$ 14	57,795	D	
Common Stock	03/03/2005		M	3,333 A \$ 12.4375	61,128	D	
Common Stock	03/03/2005		M	3,750 A \$ 12.5	64,878	D	
Common Stock	03/03/2005		S	10,100 D \$ 43.5	54,778	D	
Common Stock					7	I	401(k)

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)	8. Date Exercisable Expiration Date	9. Title	10. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 12.4375	03/03/2005		M	3,333	08/23/2000 ⁽¹⁾ 08/23/2007	Common Stock			3
Non-Qualified Stock Option (right to buy)	\$ 12.5	03/03/2005		M	3,750	08/16/2001 ⁽²⁾ 08/16/2008	Common Stock			3
Non-Qualified Stock Option (right to buy)	\$ 14	03/03/2005		M	3,017	11/23/1999 ⁽³⁾ 11/23/2006	Common Stock			3

Reporting Owners

Reporting Owner Name / Address	Relationships
ALAMEDDINE A R 5205 N. O'CONNOR BLVD., SUITE 900 IRVING, TX 75039	Director 10% Owner Officer Other
	EVP - WORLDWIDE BUSINESS DEV

Signatures

By: Larry N. Paulsen, Attorney-in-Fact For: A. R.
Alameddine

03/07/2005

__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 options vest and become exercisable in three equal installments beginning one year after the award date of 8/23/99.

(2) The options vest and become exercisable in three equal installments beginning one year after the award date of 8/16/00.

(3) The options vest and become exercisable in three equal installments beginning one year after the award date of 11/23/98.

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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