

PIONEER NATURAL RESOURCES CO
 Form 4
 November 30, 2006

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 *
 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/29/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - WORLDWIDE NEGOTIATIONS

IRVING, TX 75039

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	11/29/2006		M			3,333	A	\$ 12.4375	55,501	D	
Common Stock	11/29/2006		M			3,750	A	\$ 12.5	59,251	D	
Common Stock	11/29/2006		M			4,667	A	\$ 17.69	63,918	D	
Common Stock	11/29/2006		S			5,250	D	\$ 43.5	58,668	D	
Common Stock	11/29/2006		S			6,500	D	\$ 43.6	52,168	D	

Common Stock 7 I 401(k) ⁽¹⁾

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

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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 Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Non-Qualified Stock Option (right to buy)	\$ 12.4375	11/29/2006		M	3,333	08/23/2002 ⁽²⁾ 08/23/2007	Common Stock	3	
Non-Qualified Stock Option (right to buy)	\$ 12.5	11/29/2006		M	3,750	08/16/2002 ⁽³⁾ 08/16/2007	Common Stock	3	
Non-Qualified Stock Option (right to buy)	\$ 17.69	11/29/2006		M	4,667	08/14/2002 08/14/2007	Common Stock	4	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ALAMEDDINE A R
5205 N. O'CONNOR BLVD., SUITE 900
IRVING, TX 75039

EVP - WORLDWIDE NEGOTIATIONS

Signatures

By: Mark H. Kleinman, Attorney-in-Fact For: A. R. Alameddine

11/30/2006

**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) Plan.
- (2) The options vest and become exercisable in three equal installments beginning one year after the award date of 8/23/99.
- (3) The options vest and become exercisable in three equal installments beginning one year after the award date of 8/16/00.

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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