

PIONEER NATURAL RESOURCES CO  
 Form 5  
 December 18, 2006

# FORM 5

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer		
CHEATWOOD CHRIS J			PIONEER NATURAL RESOURCES CO [PXD]		(Check all applicable)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner	
			12/31/2005		<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)	
5205 N O CONNOR BLVD, SUITE 200			4. If Amendment, Date Original Filed(Month/Day/Year)		EXEC VP WORLDWIDE EXPLORATION		
(Street)					6. Individual or Joint/Group Reporting (check applicable line)		
IRVING, TX 75039					<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	06/30/2005	^	G5	1,500	D	\$ 0	57,726 <sup>(1)</sup>	D	^
Common Stock	06/30/2005	^	G5	1,500	A	\$ 0	1,500	I	by Children <sup>(2)</sup>
Common Stock	^	^	^	^	^	^	504	I	401(k) <sup>(3)</sup>

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 5)
					(A) (D)	Date Exercisable (A) (D)	Expiration Date	Title	Amount or Number of Shares

## 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	^	^	^	EXEC VP WORLDWIDE EXPLORATION ^

## Signatures

Chris J. Cheatwood 12/18/2006

\*\*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) Direct holdings include 2,000 shares which are held in an IRA in the name of the reporting person.
- (2) Shares are held in three custodial accounts for benefit of the reporting person's minor children. Mr. Cheatwood is Custodian of all three custodial accounts.
- (3) 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.

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### Remarks:

The amounts of securities reported to be acquired, disposed of and beneficially owned on this filing

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

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