

STILL JAY P  
Form 4  
March 15, 2012

**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 \*  
STILL JAY P

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 200  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/14/2012

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
EVP, Domestic Operations

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)
				(A) or (D)	Price		
Common Stock					165 <sup>(1)</sup>	I	401(k)
Common Stock	03/14/2012		S	404 D	\$ 107.31	76,686	D
Common Stock	03/14/2012		S	100 D	\$ 107.33	76,586	D
Common Stock	03/14/2012		S	100 D	\$ 107.34	76,486	D
Common Stock	03/14/2012		S	100 D	\$ 107.355	76,386	D

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Common Stock	03/14/2012	S	400	D	\$ 107.36	75,986	D
Common Stock	03/14/2012	S	500	D	\$ 107.37	75,486	D
Common Stock	03/14/2012	S	1,400	D	\$ 107.371	74,086	D
Common Stock	03/14/2012	S	366	D	\$ 107.385	73,720	D
Common Stock	03/14/2012	S	2,100	D	\$ 107.397	71,620	D
Common Stock	03/14/2012	S	700	D	\$ 107.4	70,920	D
Common Stock	03/14/2012	S	100	D	\$ 107.42	70,820	D
Common Stock	03/14/2012	S	1,350	D	\$ 107.424	69,470	D
Common Stock	03/14/2012	S	100	D	\$ 107.425	69,370	D
Common Stock	03/14/2012	S	100	D	\$ 107.43	69,270	D
Common Stock	03/14/2012	S	100	D	\$ 107.435	69,170	D
Common Stock	03/14/2012	S	500	D	\$ 107.44	68,670	D
Common Stock	03/14/2012	S	300	D	\$ 107.443	68,370	D
Common Stock	03/14/2012	S	200	D	\$ 107.45	68,170	D
Common Stock	03/14/2012	S	200	D	\$ 107.47	67,970	D
Common Stock	03/14/2012	S	100	D	\$ 107.48	67,870	D
Common Stock	03/14/2012	S	100	D	\$ 107.49	67,770	D
Common Stock	03/14/2012	G V	1,200	D	\$ 0	66,570	D

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

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SEC 1474  
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

STILL JAY P  
5205 N. O'CONNOR BLVD., SUITE 200  
IRVING, TX 75039

EVP, Domestic Operations

## Signatures

Mark H. Kleinman, Attorney-in-Fact For  
Jay Still

03/15/2012

\_\_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

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