

PIONEER NATURAL RESOURCES CO
 Form 4
 June 16, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 DEALY RICHARD 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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and CFO

5205 N. O'CONNOR BLVD.,
 SUITE 200

06/16/2008

(Street)

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

IRVING, TX 75039

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/16/2008 | | M | 4,166 A | \$ 12.5 | 76,550 | D |
| Common Stock | 06/16/2008 | | M | 3,500 A | \$ 24.72 | 80,050 | D |
| Common Stock | 06/16/2008 | | M | 4,667 A | \$ 17.69 | 84,717 | D |
| Common Stock | 06/16/2008 | | S | 9,312 D | \$ 77 | 75,405 | D |
| Common Stock | 06/16/2008 | | S | 600 D | \$ 77.01 | 74,805 | D |

Edgar Filing: PIONEER NATURAL RESOURCES CO - Form 4

| | | | | | | | | |
|--------------|------------|---|-----|---|----------|--------------------|---|--------|
| Common Stock | 06/16/2008 | S | 100 | D | \$ 77.03 | 74,705 | D | |
| Common Stock | 06/16/2008 | S | 100 | D | \$ 77.04 | 74,605 | D | |
| Common Stock | 06/16/2008 | S | 100 | D | \$ 77.05 | 74,505 | D | |
| Common Stock | | | | | | 306 ⁽¹⁾ | I | 401(k) |

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) | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 12.5 | 06/16/2008 | | M | 4,166 | 08/16/2003 08/16/2008 | Common Stock | 4,166 |
| Non-Qualified Stock Option (right to buy) | \$ 17.69 | 06/16/2008 | | M | 4,667 | 08/14/2003 08/14/2008 | Common Stock | 4,667 |
| Non-Qualified Stock Option (right to buy) | \$ 24.72 | 06/16/2008 | | M | 3,500 | 08/12/2003 08/12/2008 | Common Stock | 3,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
EVP and CFO

DEALY RICHARD P
5205 N. O'CONNOR BLVD., SUITE 200
IRVING, TX 75039

Signatures

By: Mark H. Kleinman, Attorney-in-Fact For Richard P.
Dealy

06/16/2008

__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.

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.