

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | | | | | 165 ⁽¹⁾ | 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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(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 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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