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PIONEER NATURAL RESOURCES CO

Form S-8

August 10, 2006

As filed with the Securities and Exchange Commission on August 10, 2006

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

PIONEER NATURAL RESOURCES COMPANY

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

75-2702753
(I.R.S. Employer
Identification No.)

5205 North O'Connor Boulevard
Suite 200
Irving, Texas 75039
(Address of Principal Executive Offices, Including Zip Code)

PIONEER NATURAL RESOURCES COMPANY LONG-TERM INCENTIVE PLAN
(Full Title of the Plan)

Mark S. Berg
Pioneer Natural Resources Company
5205 North O'Connor Boulevard
Suite 200
Irving, Texas 75039
(972) 444-9001

(Name, Address and Telephone Number of Agent For Service)

copy to:

Robert L. Kimball
Vinson & Elkins L.L.P.
2001 Ross Avenue, Suite 3700
Dallas, Texas 75201-2975
(214) 220-7700

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|--|-----------------------------|---|---|----------------------------|
| Common stock, \$0.01 par value per share..... | 200,000 shares | \$ 44.605 (2) | \$8,921,000.00 (2) | \$ 954,000.00 |
| Rights to purchase shares of Series A Junior Participating | (3) | (3) | (3) | (3) |

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Preferred Stock

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This registration statement ("Registration Statement") is being filed, in accordance with General Instruction E to Form S-8, to register additional shares of common stock, \$0.01 par value per share, of Pioneer Natural Resources Company (the "Company" or "Registrant") that may be issued under the Company's Long-Term Incentive Plan (as amended, the "Plan"). The contents of the Company's registration statement on Form S-8 filed on September 8, 1997 (File Number 333-35087), as amended on May 16, 2002 (File Number 333-88438), relating to the Plan are hereby incorporated by reference to this Registration Statement.

Exhibits.

Unless otherwise indicated below as being incorporated by reference to another filing of the Company with the Securities and Exchange Commission (the "Commission"), each of the following exhibits is filed herewith:

- 3.1 Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-4 (No. 333-26951) filed with the Commission on June 26, 1997).
- 3.2 Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K (No. 001-13245) filed with the Commission on February 17, 2006).
- 4.1 Pioneer Natural Resources Company Long-Term Incentive Plan (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 (File No. 333-35087) filed with the Commission on September 8, 1997).
 - 4.1.1 First Amendment to Pioneer Natural Resources Company Long-Term Incentive Plan, effective as of November 23, 1998 (incorporated by reference to Exhibit 10.72 to the Company's Annual Report on Form 10-K for the period ended December 31, 1999 (File No. 001-13245) filed with the Commission on March 2, 2000).
 - 4.1.2 Amendment No. 2 to Pioneer Natural Resources Company Long-Term Incentive Plan, effective as of May 20, 1999 (incorporated by reference to Exhibit 10.73 to the Company's Annual Report on Form 10-K for the period ended December 31, 1999 (File No. 001-13245) filed with the Commission on March 2, 2000).
 - 4.1.3 Amendment No. 3 to Pioneer Natural Resources Company Long-Term Incentive Plan, effective as of February 17, 2000 (incorporated by reference to Exhibit 10.76 to the Company's Annual Report on Form 10-K for the period ended December 31, 1999 (File No. 001-13245) filed with the Commission on March 2, 2000).

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- 4.1.4 Amendment No. 4 to Pioneer Natural Resources Company Long-Term Incentive Plan, effective as of November 20, 2003 (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2005 (File No. 001-13245) filed with the Commission on May 6, 2005).
- 4.1.5 Amendment No. 5 to Pioneer Natural Resources Company Long-Term Incentive Plan, effective as of May 12, 2004 (incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2005 (File No. 001-13245) filed with the Commission on May 6, 2005).
- 4.1.6 Amendment No. 6 to Pioneer Natural Resources Company Long-Term Incentive Plan, effective as of December 17, 2004 (incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2005 (File No. 001-13245) filed with the Commission on May 6, 2005).

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- 5.1 Opinion of Vinson & Elkins L.L.P.
- 23.1 Consent of Ernst & Young LLP.
- 23.2 Consent of Netherland, Sewell & Associates, Inc.
- 23.3 Consent of Vinson & Elkins L.L.P. (included in the opinion filed as Exhibit 5.1 to this registration statement).
- 24.1 Power of Attorney (included on the signature pages of this registration statement).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irving, State of Texas, on August 10, 2006.

PIONEER NATURAL RESOURCES COMPANY

By: /s/ Scott D. Sheffield

Scott D. Sheffield
Chairman of the Board and

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Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mark S. Berg and Richard P. Dealy, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre-and post-effective amendments) to this Registration Statement and any additional registration statement pursuant to Rule 462(b) under the Securities Act, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| Signature ----- | Title ----- | Date ---- |
|---|--|-----------------|
| /s/ Scott D. Sheffield ----- Scott D. Sheffield | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | August 10, 2006 |
| /s/ Richard P. Dealy ----- Richard P. Dealy | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | August 10, 2006 |
| /s/ Darin G. Holderness ----- Darin G. Holderness | Vice President and Chief Accounting Officer (Principal Accounting Officer) | August 10, 2006 |
| /s/ James R. Baroffio ----- James R. Baroffio | Director | August 10, 2006 |
| /s/ Edison C. Buchanan ----- Edison C. Buchanan | Director | August 9, 2006 |

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| | | |
|---|----------|-----------------|
| /s/ R. Hartwell Gardner ----- R. Hartwell Gardner | Director | August 10, 2006 |
| /s/ Linda K. Lawson | | |

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| | | |
|---|----------|-----------------|
| ----- Linda K. Lawson | Director | August 10, 2006 |
| /s/ Andrew D. Lundquist ----- Andrew D. Lundquist | Director | August 3, 2006 |
| /s/ Charles E. Ramsey, Jr. ----- Charles E. Ramsey, Jr. | Director | August 10, 2006 |
| /s/ Frank A. Risch ----- Frank A. Risch | Director | August 10, 2006 |
| /s/ Mark S. Sexton ----- Mark S. Sexton | Director | August 10, 2006 |
| /s/ Robert A. Solberg ----- Robert A. Solberg | Director | August 8, 2006 |
| /s/ Jim A. Watson ----- Jim A. Watson | Director | August 2, 2006 |

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INDEX TO EXHIBITS

| Exhibit Number | Description |
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*filed herewith.