

BERG MARK STEPHEN
Form 4
September 07, 2010

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 *
BERG MARK STEPHEN

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)
09/03/2010

____ Director
____ Officer (give title below) _____ Other (specify below)
EVP & General Counsel

IRVING, TX 75039

(City) (State) (Zip)

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------------------|---|--|-----------------------------------|------------|-----------------------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 09/03/2010 | | J | | | 625 ⁽¹⁾ | A | \$ 62.5 | 9,147 | I | 401(k) ⁽²⁾ |
| Common Stock | 09/03/2010 | | S | | | 400 | D | \$ 61.787 | 73,499 | D | |
| Common Stock | 09/03/2010 | | S | | | 200 | D | \$ 61.786 | 73,299 | D | |
| Common Stock | 09/03/2010 | | S | | | 100 | D | \$ 61.785 | 73,199 | D | |
| Common Stock | 09/03/2010 | | S | | | 100 | D | \$ 61.7831 | 73,099 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | 09/03/2010 | S | 100 | D | \$ 61.762 | 72,999 | D |
| Common Stock | 09/03/2010 | S | 300 | D | \$ 61.753 | 72,699 | D |
| Common Stock | 09/03/2010 | S | 400 | D | \$ 61.752 | 72,299 | D |
| Common Stock | 09/03/2010 | S | 200 | D | \$ 61.742 | 72,099 | D |
| Common Stock | 09/03/2010 | S | 100 | D | \$ 61.732 | 71,999 | D |
| Common Stock | 09/03/2010 | S | 1,500 | D | \$ 61.724 | 70,499 | D |
| Common Stock | 09/03/2010 | S | 645 | D | \$ 61.722 | 69,854 | D |

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.

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(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERG MARK STEPHEN 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039 | | | EVP & General Counsel | |

Signatures

Mark H. Kleinman,
Attorney-in-Fact

09/07/2009

__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) The shares were purchased on various dates and at various prices through regular payroll deductions by the reporting person.

(2) Shares beneficially owned as a result of the 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.

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