

STILL JAY P
Form 4
February 15, 2011

FORM 4

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

OMB APPROVAL

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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)
02/11/2011

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

IRVING, TX 75039

(City) (State) (Zip)

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

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)
Common Stock					165 ⁽¹⁾	I	401(k)
Common Stock	02/11/2011		S	200 D	\$ 96.49 56,791	D	
Common Stock	02/11/2011		S	47 D	\$ 96.51 56,744	D	
Common Stock	02/11/2011		S	500 D	\$ 96.53 56,244	D	
Common Stock	02/11/2011		S	200 D	\$ 96.57 56,044	D	

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Common Stock	02/11/2011	S	200	D	\$ 96.575	55,844	D
Common Stock	02/11/2011	S	1,000	D	\$ 96.5775	54,844	D
Common Stock	02/11/2011	S	853	D	\$ 96.5782	53,991	D
Common Stock	02/11/2011	S	469	D	\$ 96.58	53,522	D
Common Stock	02/11/2011	S	100	D	\$ 96.585	53,422	D
Common Stock	02/11/2011	S	600	D	\$ 96.59	52,822	D
Common Stock	02/11/2011	S	200	D	\$ 96.5925	52,622	D
Common Stock	02/11/2011	S	400	D	\$ 96.6	52,222	D
Common Stock	02/11/2011	S	831	D	\$ 96.6101	51,391	D
Common Stock	02/11/2011	S	2,800	D	\$ 96.6179	48,591	D
Common Stock	02/11/2011	S	600	D	\$ 96.62	47,991	D
Common Stock	02/11/2011	S	100	D	\$ 96.625	47,891	D
Common Stock	02/11/2011	S	200	D	\$ 96.6375	47,691	D
Common Stock	02/11/2011	S	600	D	\$ 96.64	47,091	D
Common Stock	02/11/2011	S	100	D	\$ 96.65	46,991	D
Common Stock	02/12/2011	F	2,605	D	\$ 96.4	44,386	D
Common Stock	02/14/2011	G V	1,000	D	\$ 0	43,386	D
Common Stock	02/15/2011	A	5,051	A	\$ 0	48,437	D

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

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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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 98.69	02/15/2011		A	5,046	02/15/2014 02/15/2021	Common Stock 5,0

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
STILL JAY P 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039			EVP, Domestic Operations

Signatures

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

02/15/2011

**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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