

HANNES WILLIAM F  
 Form 4  
 May 12, 2009

**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 \*  
 HANNES WILLIAM F

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)  
 05/08/2009

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Other (specify below)  
 EVP, Business Development

IRVING, TX 75039

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

(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)
Common Stock					66,915	D	
Common Stock					14 <sup>(1)</sup>	I	401(k)
Common Stock					1,516	I	IRA
Common Stock	05/08/2009		M	3,250 A	\$ 17.69 70,165	D	
Common Stock	05/08/2009		S	400 D	\$ 30.191 69,765	D	

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Common Stock	05/08/2009	S	100	D	\$ 30.1914	69,665	D
Common Stock	05/08/2009	S	100	D	\$ 30.1917	69,565	D
Common Stock	05/08/2009	S	1,150	D	\$ 30.192	68,415	D
Common Stock	05/08/2009	S	100	D	\$ 30.1927	68,315	D
Common Stock	05/08/2009	S	600	D	\$ 30.201	67,715	D
Common Stock	05/08/2009	S	100	D	\$ 30.2013	67,615	D
Common Stock	05/08/2009	S	100	D	\$ 30.2015	67,515	D
Common Stock	05/08/2009	S	100	D	\$ 30.211	67,415	D
Common Stock	05/08/2009	S	100	D	\$ 30.2113	67,315	D
Common Stock	05/08/2009	S	100	D	\$ 30.2116	67,215	D
Common Stock	05/08/2009	S	300	D	\$ 30.221	66,915	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)
	\$ 17.69	05/08/2009		M	3,250	08/14/2004 08/14/2009	3,250

Non-Qualified  
 Stock Option  
 (right to buy)

Common  
 Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANNES WILLIAM F 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039			EVP, Business Development	

## Signatures

Mark H. Kleinman,  
 Attorney-in-Fact

05/12/2009

        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) Consists of shares beneficially owned as a result of reporting person's ownership of units in the Pioneer Natural Resources USA, Inc. 401(k)

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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