

CHEATWOOD CHRIS J
 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 *
CHEATWOOD CHRIS J

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

3. Date of Earliest Transaction (Month/Day/Year)
 09/02/2010

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 EVP, BD & Technology

(Street)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					4,500	I	by Children
Common Stock					130 ⁽¹⁾	I	401(k)
Common Stock	09/02/2010		M		1,400	A	\$ 24.25 86,359
Common Stock	09/02/2010		M		3,333	A	\$ 25.58 89,692
Common Stock	09/02/2010		S		100	D	\$ 61.21 89,592

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Common Stock	09/02/2010	S	158	D	\$ 61.2173	89,434	D
Common Stock	09/02/2010	S	100	D	\$ 61.22	89,334	D
Common Stock	09/02/2010	S	200	D	\$ 61.225	89,134	D
Common Stock	09/02/2010	S	242	D	\$ 61.23	88,892	D
Common Stock	09/02/2010	S	200	D	\$ 61.235	88,692	D
Common Stock	09/02/2010	S	100	D	\$ 61.24	88,592	D
Common Stock	09/02/2010	S	200	D	\$ 61.25	88,392	D
Common Stock	09/02/2010	S	100	D	\$ 61.26	88,292	D
Common Stock	09/02/2010	S	100	D	\$ 61.18	88,192	D
Common Stock	09/02/2010	S	234	D	\$ 61.2075	87,958	D
Common Stock	09/02/2010	S	400	D	\$ 61.21	87,558	D
Common Stock	09/02/2010	S	79	D	\$ 61.22	87,479	D
Common Stock	09/02/2010	S	200	D	\$ 61.2225	87,279	D
Common Stock	09/02/2010	S	220	D	\$ 61.2336	87,059	D
Common Stock	09/02/2010	S	200	D	\$ 61.235	86,859	D
Common Stock	09/02/2010	S	200	D	\$ 61.25	86,659	D
Common Stock	09/02/2010	S	300	D	\$ 61.26	86,359	D
Common Stock	09/02/2010	S	300	D	\$ 61.28	86,059	D
Common Stock	09/02/2010	S	200	D	\$ 61.2875	85,859	D
Common Stock	09/02/2010	S	400	D	\$ 61.29	85,459	D
	09/02/2010	S	191	D		85,268	D

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Common Stock					\$	61.3021	
Common Stock	09/02/2010	S	200	D	\$ 61.305	85,068	D
Common Stock	09/02/2010	S	9	D	\$ 61.31	85,059	D
Common Stock	09/02/2010	S	100	D	\$ 61.32	84,959	D

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 24.25	09/02/2010		M	1,400	02/18/2006 02/18/2011	Common Stock	1,400
Non-Qualified Stock Option (right to buy)	\$ 25.58	09/02/2010		M	3,333	08/19/2006 08/19/2011	Common Stock	3,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHEATWOOD CHRIS J 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039			EVP, BD & Technology	

Signatures

Mark H. Kleinman, Attorney-in-Fact For Chris J.
Cheatwood

09/07/2010

__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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