

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-15**
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REPORTING OWNER

CHEATWOOD CHRIS J

CIK: **1203784**

Type: **4** | Act: **34** | File No.: **001-13245** | Film No.: **13702516**

Mailing Address
5205 N O CONNOR BLVD
SUITE 900
IRVING TX 75039

ISSUER

PIONEER NATURAL RESOURCES CO

CIK: **1038357** | IRS No.: **752702753** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
200 WILLIAMS SQUARE
WEST
5205 N OCONNOR BLVD
IRVING TX 75039

Business Address
200 WILLIAMS SQUARE
WEST
5205 N OCONNOR BLVD
IRVING TX 75039
9724449001

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, BD & Technology		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
5205 N. O'CONNOR BLVD., SUITE 200			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) IRVING, TX 75039								
(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								129 ⁽¹⁾	I	401(k)
Common Stock	03/15/2013		M		7,600	A	\$47.1	110,982	D	
Common Stock	03/15/2013		M		10,363	A	\$15.62	121,345	D	
Common Stock	03/15/2013		S ⁽²⁾		17,963	D	\$129.0445	103,382	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option	\$47.1	03/15/2013		M		7,600		02/16/2013	02/16/2020	Common Stock	7,600	\$ 0	0	D	

(right to buy)															
Non-Qualified Stock Option (right to buy)	\$15.62	03/15/2013		<u>M</u>		10,363	02/18/2012	02/18/2019	Common Stock	10,363	\$ 0	0	D		

Explanation of Responses:

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)
2. This transaction was executed in multiple trades at prices ranging from \$129.00 to \$129.56. The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Signatures

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

** Signature of Reporting Person

03/19/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.