

PIONEER NATURAL RESOURCES CO  
Form 15-12B  
August 05, 2011

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION  
12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE  
REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934.

Commission File Number 1-13245

PIONEER NATURAL RESOURCES COMPANY  
(Exact name of registrant as specified in its charter)

5205 N. O'Connor Blvd., Suite 200  
Irving, Texas 75039  
(972) 444-9001

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Rights to Purchase Series A Junior Participating Preferred Stock, par value \$.01 per share(1)  
(Title of each class of securities covered by this Form)

Common Stock, \$0.01 per share  
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provisions(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="radio"/>
Rule 12g-4(a)(2)	<input type="radio"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="radio"/>
Rule 12h-3(b)(1)(ii)	<input type="radio"/>
Rule 15d-6	<input type="radio"/>

Approximate number of holders of record as of the certification or notice date: 0

Pursuant to the requirements of the Securities Exchange Act of 1934, Pioneer Natural Resources Company has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

PIONEER NATURAL RESOURCES COMPANY

Date: August 5, 2011

By:

/s/ Frank W.  
Hall  
Frank W. Hall,  
Vice President and Chief Accounting  
Officer

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(1) The Rights to Purchase Series A Junior Participating Preferred Stock, par value \$.01 per share (the "Rights"), expired on July 31, 2011, pursuant to the terms of the Rights Agreement, dated as of July 20, 2001, between the Registrant and Continental Stock Transfer & Trust Company, as Rights Agent. The Registrant initially filed a Form 8-A to register the Rights on July 24, 2001, which was amended on May 23, 2006.

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