

PIONEER NATURAL RESOURCES CO
 Form 4
 November 09, 2007

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/05/2007

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

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)
Common Stock	09/11/2007		G	V	1,500	D	\$ 0	44,830	D	
Common Stock	11/08/2007		M		10,000	A	\$ 18.3	54,830	D	
Common Stock	11/08/2007		M		6,667	A	\$ 24.72	61,497	D	
Common Stock	11/08/2007		M		6,667	A	\$ 24.25	68,164	D	
Common Stock	11/08/2007		S		1,400	D	\$ 54.13	66,764	D	

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Common Stock	11/08/2007	S	700	D	\$ 54.14	66,064	D	
Common Stock	11/08/2007	S	1,100	D	\$ 54.15	64,964	D	
Common Stock	11/08/2007	S	100	D	\$ 54.18	64,864	D	
Common Stock	11/08/2007	S	1,334	D	\$ 54.19	63,530	D	
Common Stock	11/08/2007	S	700	D	\$ 54.05	62,830	D	
Common Stock	11/08/2007	S	2,000	D	\$ 54.06	60,830	D	
Common Stock	11/08/2007	S	100	D	\$ 54.07	60,730	D	
Common Stock	11/08/2007	S	600	D	\$ 54.08	60,130	D	
Common Stock	11/08/2007	S	300	D	\$ 54.09	59,830	D	
Common Stock	11/08/2007	S	200	D	\$ 54.1	59,630	D	
Common Stock	11/08/2007	S	1,100	D	\$ 54.11	58,530	D	
Common Stock	11/08/2007	S	200	D	\$ 54.12	58,330	D	
Common Stock	11/08/2007	S	1,100	D	\$ 54.04	57,230	D	
Common Stock	11/08/2007	S	2,900	D	\$ 54.02	54,330	D	
Common Stock	11/08/2007	S	9,500	D	\$ 54	44,830	D	
Common Stock	09/05/2007	S	383	D	\$ 42.89	127	I	401(k)
Common Stock	09/11/2007	G V	1,500	A	\$ 0	4,500	I	by Children

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)

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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			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 18.3	11/08/2007		M		10,000		02/19/2005	02/19/2010	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 24.72	11/08/2007		M		6,667		08/12/2004	08/12/2009	Common Stock	6,667
Non-Qualified Stock Option (right to buy)	\$ 24.25	11/08/2007		M		6,667		02/18/2005	02/18/2010	Common Stock	6,667

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, Worldwide Geosciences	

Signatures

By: Mark H. Kleinman, Attorney-in-Fact For: Chris J. Cheatwood
 11/09/2007
 **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).

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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