

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 *
 ALAMEDDINE A R

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)
 11/08/2007

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

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	11/08/2007		M			3,750	A	\$ 12.5	57,506	D	
Common Stock	11/08/2007		M			4,167	A	\$ 18.96	61,673	D	
Common Stock	11/08/2007		M			4,667	A	\$ 17.69	66,340	D	
Common Stock	11/08/2007		M			3,500	A	\$ 24.72	69,840	D	
Common Stock	11/08/2007		M			5,334	A	\$ 18.3	75,174	D	

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Common Stock	11/08/2007	S	19,300	D	\$ 54	55,874	D	
Common Stock	11/08/2007	S	118	D	\$ 54.13	55,756	D	
Common Stock	11/08/2007	S	100	D	\$ 54.12	55,656	D	
Common Stock	11/08/2007	S	500	D	\$ 54.11	55,156	D	
Common Stock	11/08/2007	S	200	D	\$ 54.1	54,956	D	
Common Stock	11/08/2007	S	300	D	\$ 54.09	54,656	D	
Common Stock	11/08/2007	S	100	D	\$ 54.07	54,556	D	
Common Stock	11/08/2007	S	100	D	\$ 54.06	54,456	D	
Common Stock	11/08/2007	S	300	D	\$ 54.05	54,156	D	
Common Stock	11/08/2007	S	400	D	\$ 54.01	53,756	D	
Common Stock						7 ⁽¹⁾	I	401(k)

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)
	\$ 12.5	11/08/2007		M	3,750	08/16/2003 08/16/2008	Amo or Num of Share

Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 18.96	11/08/2007	M	4,167	02/14/2003	02/14/2008	Common Stock	4,1	
Non-Qualified Stock Option (right to buy)	\$ 17.69	11/08/2007	M	4,667	08/14/2003	08/14/2008	Common Stock	4,6	
Non-Qualified Stock Option (right to buy)	\$ 18.3	11/08/2007	M	5,334	02/19/2003	02/19/2008	Common Stock	5,3	
Non-Qualified Stock Option (right to buy)	\$ 24.72	11/08/2007	M	3,500	08/12/2003	08/12/2008	Common Stock	3,5	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALAMEDDINE A R 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039			EVP, Worldwide Negotiations	

Signatures

By: Mark H. Kleinman, Attorney-in-Fact For: A. R. Alameddine

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).

(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) Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.