

PIONEER NATURAL RESOURCES CO
 Form 4
 June 26, 2008

FORM 4

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

OMB APPROVAL

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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 *
SHEFFIELD SCOTT D

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)
 06/24/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board and CEO

(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

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 | 06/24/2008 | | M | | 10,000 | A | \$ 24.72 |
| Common Stock | 06/24/2008 | | S | | 1,100 | D | \$ 79.02 |
| Common Stock | 06/24/2008 | | S | | 200 | D | \$ 79.01 |
| Common Stock | 06/24/2008 | | S | | 1,083 | D | \$ 79 |
| Common Stock | 06/24/2008 | | S | | 200 | D | \$ 78.99 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------------------|---|--------|
| Common Stock | 06/24/2008 | S | 200 | D | \$ 78.98 | 464,393 | D | |
| Common Stock | 06/24/2008 | S | 300 | D | \$ 78.96 | 464,093 | D | |
| Common Stock | 06/24/2008 | S | 200 | D | \$ 78.95 | 463,893 | D | |
| Common Stock | 06/24/2008 | S | 100 | D | \$ 78.94 | 463,793 | D | |
| Common Stock | 06/24/2008 | S | 1,300 | D | \$ 78.93 | 462,493 | D | |
| Common Stock | 06/24/2008 | S | 300 | D | \$ 78.92 | 462,193 | D | |
| Common Stock | 06/24/2008 | S | 663 | D | \$ 78.91 | 461,530 | D | |
| Common Stock | 06/26/2008 | M | 10,000 | A | \$ 24.72 | 471,530 | D | |
| Common Stock | 06/26/2008 | S | 2,500 | D | \$ 77.18 | 469,030 | D | |
| Common Stock | 06/26/2008 | S | 100 | D | \$ 77.19 | 468,930 | D | |
| Common Stock | 06/26/2008 | S | 400 | D | \$ 77.21 | 468,530 | D | |
| Common Stock | 06/26/2008 | S | 3,200 | D | \$ 77.22 | 465,330 | D | |
| Common Stock | 06/26/2008 | S | 300 | D | \$ 77.23 | 465,030 | D | |
| Common Stock | 06/26/2008 | S | 1,000 | D | \$ 77.24 | 464,030 | D | |
| Common Stock | 06/26/2008 | S | 1,100 | D | \$ 77.25 | 462,930 | D | |
| Common Stock | 06/26/2008 | S | 400 | D | \$ 77.3 | 462,530 | D | |
| Common Stock | 06/26/2008 | S | 500 | D | \$ 77.31 | 462,030 | D | |
| Common Stock | 06/26/2008 | S | 400 | D | \$ 77.32 | 461,630 | D | |
| Common Stock | 06/26/2008 | S | 100 | D | \$ 77.39 | 461,530 | D | |
| Common Stock | | | | | | 10,444 ⁽¹⁾ | I | 401(k) |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 24.72 | 06/24/2008 | | M | 10,000 | 08/12/2003 08/12/2008 | Common Stock 10 |
| Non-Qualified Stock Option (right to buy) | \$ 24.72 | 06/26/2008 | | M | 10,000 | 08/12/2003 08/12/2008 | Common Stock 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHEFFIELD SCOTT D 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039 | X | | Chairman of the Board and CEO | |

Signatures

By: Mark H. Kleinman, Attorney-in-Fact For Scott D. Sheffield
Date: 06/26/2008

__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.

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