

HANNES WILLIAM F
Form 4
May 12, 2009

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 *
HANNES WILLIAM F

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)
05/08/2009

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

IRVING, TX 75039

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	(D)	Price
Common Stock					66,915	D	
Common Stock					14 ⁽¹⁾	I	401(k)
Common Stock					1,516	I	IRA
Common Stock	05/08/2009		M		3,250	A	\$ 17.69 70,165
Common Stock	05/08/2009		S		400	D	\$ 30.191 69,765

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Common Stock	05/08/2009	S	100	D	\$ 30.1914	69,665	D
Common Stock	05/08/2009	S	100	D	\$ 30.1917	69,565	D
Common Stock	05/08/2009	S	1,150	D	\$ 30.192	68,415	D
Common Stock	05/08/2009	S	100	D	\$ 30.1927	68,315	D
Common Stock	05/08/2009	S	600	D	\$ 30.201	67,715	D
Common Stock	05/08/2009	S	100	D	\$ 30.2013	67,615	D
Common Stock	05/08/2009	S	100	D	\$ 30.2015	67,515	D
Common Stock	05/08/2009	S	100	D	\$ 30.211	67,415	D
Common Stock	05/08/2009	S	100	D	\$ 30.2113	67,315	D
Common Stock	05/08/2009	S	100	D	\$ 30.2116	67,215	D
Common Stock	05/08/2009	S	300	D	\$ 30.221	66,915	D

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)
	\$ 17.69	05/08/2009		M	3,250	08/14/2004 08/14/2009	3,250

Non-Qualified
Stock Option
(right to buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANNES WILLIAM F 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039			EVP, Business Development	

Signatures

Mark H. Kleinman,
Attorney-in-Fact

05/12/2009

__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)

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.