

PIONEER NATURAL RESOURCES CO

Form 4

February 23, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WITHER MARK L

(Last) (First) (Middle)

5205 N. O'CONNOR BLVD.,
SUITE 900

(Street)

IRVING, TX 75039

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**PIONEER NATURAL
RESOURCES CO [PXD]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP and SECRETARY

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	02/22/2005		M		23,000	A	\$ 18.96	111,127	D
Common Stock	02/22/2005		M		30,000	A	\$ 17.69	141,127	D
Common Stock	02/22/2005		S		100	D	\$ 40.74	141,027	D
Common Stock	02/22/2005		S		25,400	D	\$ 40.75	115,627	D
Common Stock	02/22/2005		S		200	D	\$ 40.76	115,427	D

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Common Stock	02/22/2005	S	2,900	D	\$ 40.77	112,527	D	
Common Stock	02/22/2005	S	100	D	\$ 40.78	112,427	D	
Common Stock	02/22/2005	S	3,900	D	\$ 40.79	108,527	D	
Common Stock	02/22/2005	S	19,700	D	\$ 40.8	88,827	D	
Common Stock	02/22/2005	S	700	D	\$ 40.81	88,127	D	
Common Stock						11,143	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 17.69	02/22/2005		M	30,000	08/14/2002 08/14/2007	Common Stock 30
Non-Qualified Stock Option (right to buy)	\$ 18.96	02/22/2005		M	23,000	02/14/2002 02/14/2007	Common Stock 23

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WITHROW MARK L	EVP and SECRETARY

5205 N. O'CONNOR BLVD., SUITE 900
IRVING, TX 75039

Signatures

Mark L.
Withrow 02/23/2005

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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