HANNES WILLIAM F

Form 4 May 12, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

05/08/2009

Stock

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)		
5205 N. O'CONNOR BLVD., SUITE 200 (Street)		` '	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2009	Director 10% Owner Officer (give title Other (specify below) EVP, Business Development		
			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		
IRVING, TX 75039 (City) (State) (Zip)			Table I - Non-Derivative Securities Ac	Person quired, Disposed of, or Beneficially Owned		

(,)	()	Tab	le I - Non-l	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y 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)		sed of 4 and (A)	` '	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount	or (D)	Price	(Instr. 3 and 4) 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	D	
Common	05/08/2000		C	400	D	\$ 30 101	60 765	D	

400

\$ 30.191 69,765

D

S

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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.

\$ 17.69

05/08/2009

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3,250 08/14/2004 08/14/2009

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

		(e.g., puts, ca	alls, warrants, optio	as, convert	ible securities)					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		4. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlyin	7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share	

M

3,2

SEC 1474

(9-02)

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)

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