

WITHROW MARK L
Form 4
January 24, 2005

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 *
WITHROW MARK L

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 900

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2005

____ Director
 Officer (give title below) E. V. P., GEN. COUNSEL & SEC.
____ 10% Owner
____ Other (specify below)

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
			Code	V	Amount				
Common Stock	01/21/2005		M		5,833	A	\$ 12.4375	93,960	D
Common Stock	01/21/2005		M		15,333	A	\$ 7.875	109,293	D
Common Stock	01/21/2005		S		1,700	D	\$ 36.05	107,593	D
Common Stock	01/21/2005		S		3,900	D	\$ 36.06	103,693	D
Common Stock	01/21/2005		S		5,400	D	\$ 36.07	98,293	D

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Common Stock	01/21/2005	S	700	D	\$ 36.08	97,593	D	
Common Stock	01/21/2005	S	200	D	\$ 36.09	97,393	D	
Common Stock	01/21/2005	S	600	D	\$ 36.1	96,793	D	
Common Stock	01/21/2005	S	1,300	D	\$ 36.11	95,493	D	
Common Stock	01/21/2005	S	2,000	D	\$ 36.12	93,493	D	
Common Stock	01/21/2005	S	3,700	D	\$ 36.13	89,793	D	
Common Stock	01/21/2005	S	100	D	\$ 36.16	89,693	D	
Common Stock	01/21/2005	S	1,566	D	\$ 36.18	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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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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 7.875	01/21/2005		M	15,333	02/15/2001 02/15/2006	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 12.4375	01/21/2005		M	5,833	08/23/2000 08/23/2005	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WITHROW MARK L 5205 N. O'CONNOR BLVD., SUITE 900 IRVING, TX 75039			E. V. P., GEN. COUNSEL & SEC.	

Signatures

Mark L.
Withrow

01/24/2005

__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. 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.