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PIONEER NATURAL RESOURCES CO
Form 8-K
March 12, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 12, 2007

PIONEER NATURAL RESOURCES COMPANY
(Exact name of registrant as specified in its charter)

| | | |
|--|--|--|
| Delaware (State or other jurisdiction of incorporation) | 1-13245 (Commission File Number) | 75-2702753 (I.R.S. Employer Identification Number) |
| 5205 N. O'Connor Blvd Suite 200 Irving, Texas (Address of principal executive offices) | | 75039 (Zip code) |

Registrant's telephone number, including area code: (972) 444-9001

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement

On March 12, 2007, Pioneer Natural Resources Company (the "Company") executed a seventh supplemental indenture (the "Seventh Supplemental Indenture") with Pioneer Natural Resources USA, Inc., The Bank of New York Trust Company, N.A., as trustee (the "Original Trustee"), and Wells Fargo Bank, National Association,

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as series trustee (the "Series Trustee"), under the Indenture, dated as of January 13, 1998, between the Company and the Original Trustee, as successor trustee to The Bank of New York.

The Seventh Supplemental Indenture is attached as Exhibit 4.1, and the terms and conditions thereof are incorporated herein by reference.

The Form of the Company's 6.65% Senior Notes due 2017 issued pursuant to the Seventh Supplemental Indenture is attached as Exhibit 4.2, and the terms and conditions thereof are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

- 4.1 - Seventh Supplemental Indenture, dated as of March 12, 2007, among the Company, Pioneer Natural Resources USA, Inc., The Bank of New York Trust Company, N.A, as original trustee under the indenture, and Wells Fargo Bank, National Association, as series trustee, with respect to that indenture, dated as of January 13, 1998, between the Company and Bank of New York Trust Company, N.A., as successor trustee to The Bank of New York.
- 4.2 - Form of 6.65% Senior Notes due 2017 of the Company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PIONEER NATURAL RESOURCES COMPANY

/s/ Darin G. Holderness

Darin G. Holderness
Vice President and Chief
Accounting Officer

Dated: March 12, 2007

EXHIBIT INDEX

| Exhibit Number | Exhibit Title |
|-------------------|---------------|
|-------------------|---------------|

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4.1(a) - Seventh Supplemental Indenture, dated as of March 12, 2007, among the Company, Pioneer Natural Resources USA, Inc., The Bank of New York Trust Company, N.A, as original trustee under the indenture, and Wells Fargo Bank, National Association, as series trustee, with respect to that indenture, dated as of January 13, 1998, between the Company and Bank of New York Trust Company, N.A., as successor trustee to The Bank of New York.

4.2(a) - Form of 6.65% Senior Notes due 2017 of the Company.

(a) Filed herewith.