

PIONEER NATURAL RESOURCES CO  
Form DEFA14A  
April 05, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

(AMENDMENT NO. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**Pioneer Natural Resources Company**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 240.0-11 and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



**Label Area 4 x 1 1/2**

**PIONEER NATURAL  
RESOURCES COMPANY**

5205 North O Connor Boulevard  
Suite 200  
Irving, Texas 75039

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS OF PIONEER NATURAL RESOURCES COMPANY TO BE HELD ON THURSDAY, MAY 17, 2012**

To the Stockholders of Pioneer Natural Resources Company:

The Annual Meeting of Stockholders of Pioneer Natural Resources Company (the Company) will be held at 5205 North O Connor Boulevard, Irving, Texas 75039, Suite 250, on Thursday, May 17, 2012, at 9:00 a.m., Central Time. The Annual Meeting is being held for the following purposes:

1. To elect four Class III Directors, each for a term of three years.
2. To approve an amendment to the Company's Amended and Restated Certificate of Incorporation to provide for the annual election of directors.
3. To approve an amendment to the Company's Amended and Restated Employee Stock Purchase Plan to extend the term, increase the number of issuable shares and reduce the period of time for eligibility.
4. To ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for 2012.
5. To hold an advisory vote to approve named executive officer compensation.
6. To consider a stockholder proposal relating to independent chairman.
7. To transact such other business as may properly come before the Annual Meeting.

**The Board of Directors unanimously recommends that stockholders vote FOR Items 1, 2, 3, 4 and 5; and AGAINST Item 6.**

This Notice also constitutes notice of the 2012 Annual Meeting of Stockholders of the Company. The Board of Directors has fixed the close of business on March 22, 2012 as the record date for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

This Notice is being mailed to stockholders on or about April 5, 2012. Stockholders are cordially invited to attend the Annual Meeting and vote in person. Directions to attend the Annual Meeting can be found at [www.cstproxy.com/pioneer/2012](http://www.cstproxy.com/pioneer/2012).

**You may vote your proxy when you view the materials on the internet. You will be asked to follow the prompts to vote your shares.**

**The Proxy Materials are available for review at:**  
[www.cstproxy.com/pioneer/2012](http://www.cstproxy.com/pioneer/2012)

***Vote Your Proxy on the Internet***

**Go to [www.cstproxyvote.com](http://www.cstproxyvote.com)**

**Label Area 4 x 1 1/2**

Have this notice available when you access the above website. Follow the prompts to vote your shares.

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**INTENTIONALLY**

**COMPANY ID:**

**PROXY NUMBER:**

**ACCOUNT NUMBER:**

**PIONEER NATURAL RESOURCES COMPANY**

5205 North O Connor Boulevard

Suite 200

Irving, Texas 75039

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR PIONEER NATURAL RESOURCES COMPANY S ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON THURSDAY, MAY 17, 2012**

This communication presents only an overview of the more complete proxy materials that are available to you on the internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. A complete set of proxy materials, which includes Notice of Meeting, Proxy Statement, Annual Report and Proxy Card, is available to you on the internet.

The Company s Proxy Statement, Annual Report and other proxy materials are available at:

[www.cstproxy.com/pioneer/2012](http://www.cstproxy.com/pioneer/2012)

If you want to receive a paper or email copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 9, 2012 to facilitate timely delivery.

You can request a copy of the proxy materials for all meetings and for the particular meeting to which this notice relates in one of three ways:

1. By calling toll-free 1-888-221-0690
2. By sending an email to [proxy@continentalstock.com](mailto:proxy@continentalstock.com) (Please type Pioneer and your account number in the subject line.)
3. By logging onto [www.cstproxy.com/pioneer/2012](http://www.cstproxy.com/pioneer/2012)

Make sure to have this notice available when you:

Request a paper copy or email copy of the proxy materials

Want to view your proxy materials on the internet

Want to vote your proxy on the internet

You must reference your company ID, 9-digit proxy number and 10-digit account number located on the reverse side.