

BERG MARK STEPHEN  
Form 4  
November 17, 2011

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

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
BERG MARK STEPHEN

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP & General Counsel

(Last) (First) (Middle)  
5205 N. O'CONNOR BLVD.,  
SUITE 200  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/16/2011

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)		
				Code	V	Amount				(D)	Price
Common Stock	11/16/2011		S			4,293	D	\$ 96.1488	72,981	D	
Common Stock	11/16/2011		S			100	D	\$ 96.17	72,881	D	
Common Stock	11/16/2011		S			200	D	\$ 96.18	72,681	D	
Common Stock	11/16/2011		S			100	D	\$ 96.182	72,581	D	
Common Stock	11/16/2011		S			207	D	\$ 96.183	72,374	D	

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Common Stock	11/16/2011	S	100	D	\$ 96.19	72,274	D	
Common Stock	11/16/2011	S	200	D	\$ 96.191	72,074	D	
Common Stock	11/16/2011	S	400	D	\$ 96.193	71,674	D	
Common Stock	11/16/2011	S	300	D	\$ 96.202	71,374	D	
Common Stock	11/16/2011	S	200	D	\$ 96.212	71,174	D	
Common Stock	11/16/2011	S	300	D	\$ 96.22	70,874	D	
Common Stock	11/16/2011	S	200	D	\$ 96.221	70,674	D	
Common Stock	11/16/2011	S	100	D	\$ 96.222	70,574	D	
Common Stock	11/16/2011	S	300	D	\$ 96.23	70,274	D	
Common Stock	11/16/2011	S	500	D	\$ 96.231	69,774	D	
Common Stock	11/17/2011	J	486 <sup>(1)</sup>	A	\$ 94.27	9,697	I	401(k) <sup>(2)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERG MARK STEPHEN 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039			EVP & General Counsel	

## Signatures

Mark H. Kleinman, Attorney-in-Fact For Mark S. Berg	11/17/2011
**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) The shares were purchased on various dates and at various prices through regular payroll deductions by the reporting person.
- (2) Consists of shares beneficially owned as a result of reporting person's ownership of units in the Pioneer Natural Resources USA, Inc. 401(k) Plan.

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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