

KELLUM DANNY L
Form 4
February 14, 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

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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 *
KELLUM DANNY 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 200

(Street)

IRVING, TX 75039

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP, Permian Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					532 ⁽¹⁾	I	401(k)
Common Stock	02/10/2011		S	2,168 D	\$ 94 111,564	D	
Common Stock	02/10/2011		S	2,600 D	\$ 94.0054 108,964	D	
Common Stock	02/10/2011		S	100 D	\$ 94.06 108,864	D	
Common Stock	02/10/2011		S	100 D	\$ 94.07 108,764	D	

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Common Stock	02/10/2011	S	32	D	\$ 94.09	108,732	D
Common Stock	02/10/2011	S	200	D	\$ 94.11	108,532	D
Common Stock	02/10/2011	S	400	D	\$ 94.12	108,132	D
Common Stock	02/10/2011	S	400	D	\$ 94.13	107,732	D
Common Stock	02/10/2011	S	700	D	\$ 94.15	107,032	D
Common Stock	02/10/2011	S	200	D	\$ 94.19	106,832	D
Common Stock	02/10/2011	S	200	D	\$ 94.24	106,632	D
Common Stock	02/10/2011	S	300	D	\$ 94.25	106,332	D
Common Stock	02/10/2011	S	100	D	\$ 94.26	106,232	D
Common Stock	02/10/2011	S	200	D	\$ 94.27	106,032	D
Common Stock	02/10/2011	S	500	D	\$ 94.31	105,532	D
Common Stock	02/10/2011	S	300	D	\$ 94.32	105,232	D
Common Stock	02/10/2011	S	400	D	\$ 94.39	104,832	D
Common Stock	02/10/2011	S	300	D	\$ 94.34	104,532	D
Common Stock	02/10/2011	S	100	D	\$ 94.4	104,432	D
Common Stock	02/10/2011	S	600	D	\$ 94.41	103,832	D
Common Stock	02/10/2011	S	100	D	\$ 94.42	103,732	D

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

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SEC 1474
(9-02)

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
KELLUM DANNY L 5205 N. O'CONNOR BLVD., SUITE 200 IRVING, TX 75039			EVP, Permian Operations	

Signatures

Mark H. Kleinman, Attorney-in-Fact For Danny L. Kellum	02/14/2011
**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) 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.

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