

KELLUM DANNY L  
 Form 4  
 February 14, 2011

**FORM 4**

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

OMB APPROVAL

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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 900  
 (Street)

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

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

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 or Price		
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
Common Stock	02/10/2011		S		32	D	\$ 94.09 108,732 D

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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	
Common Stock						532 <sup>(1)</sup>	I	401(k)

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

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(9-02)

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

