

GARDNER R HARTWELL  
 Form 4  
 November 21, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
 GARDNER R HARTWELL

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/18/2011

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

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)
				(A) or (D) Code V Amount Price			
Common Stock	11/18/2011		S	200 D \$ 91.67	54,315	D	
Common Stock	11/18/2011		S	500 D \$ 91.72	53,815	D	
Common Stock	11/18/2011		S	400 D \$ 91.8	53,415	D	
Common Stock	11/18/2011		S	5,000 D \$ 91.83	48,415	D	
Common Stock	11/18/2011		S	300 D \$ 91.85	48,115	D	

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Common Stock	11/18/2011	S	300	D	\$ 91.92	47,815	D
Common Stock	11/18/2011	S	100	D	\$ 91.93	47,715	D
Common Stock	11/18/2011	S	200	D	\$ 91.95	47,515	D
Common Stock	11/18/2011	S	100	D	\$ 91.96	47,415	D
Common Stock	11/18/2011	S	800	D	\$ 91.97	46,615	D
Common Stock	11/18/2011	S	400	D	\$ 91.98	46,215	D
Common Stock	11/18/2011	S	800	D	\$ 91.99	45,415	D
Common Stock	11/18/2011	S	800	D	\$ 92	44,615	D
Common Stock	11/18/2011	S	3,400	D	\$ 92.01	41,215	D
Common Stock	11/18/2011	S	1,200	D	\$ 92.02	40,015	D
Common Stock	11/18/2011	S	200	D	\$ 92.06	39,815	D
Common Stock	11/18/2011	S	100	D	\$ 92.09	39,715	D
Common Stock	11/18/2011	S	100	D	\$ 92.13	39,615	D
Common Stock	11/18/2011	S	100	D	\$ 92.22	39,515	D

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)

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	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
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Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director   10% Owner   Officer   Other

GARDNER R HARTWELL  
5205 N. O'CONNOR BLVD., SUITE 200  
IRVING, TX 75039

## Signatures

Mark S. Berg, Attorney-in-Fact For R. Hartwell  
Gardner

11/21/2011

\_\_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).

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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