

PIONEER NATURAL RESOURCES CO
 Form 4
 December 13, 2012

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 *
SHEFFIELD SCOTT D

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)
 11/07/2012

____ Director
 ____ Officer (give title below) _____ Other (specify below)
 Chairman & CEO

IRVING, TX 75039

(City) (State) (Zip)

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

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 (A) or (D) Price | | | |
| Common Stock | | | | | 22,043 ⁽¹⁾ | I | 401(k) |
| Common Stock | 11/07/2012 | | G | V 2,000 D \$ 0 692,258 | | D | |
| Common Stock | 11/16/2012 | | G ⁽²⁾ | V 40,000 A \$ 0 40,000 | | I | by Spouse |
| Common Stock | 11/16/2012 | | G ⁽²⁾ | V 40,000 D \$ 0 652,258 | | D | |
| Common Stock | 11/27/2012 | | G ⁽³⁾ | V 40,000 A \$ 0 40,000 | | I | Family Trust |

| | | | | | | | | | (Officer Trustee) |
|-----------------|------------|------------------|---|--------|---|------|---------|---|--|
| Common Stock | 11/27/2012 | G ⁽³⁾ | V | 40,000 | D | \$ 0 | 0 | I | by Spouse |
| Common Stock | 11/28/2012 | G ⁽⁴⁾ | V | 40,000 | A | \$ 0 | 40,000 | I | Family Trust (Spouse Trustee) |
| Common Stock | 11/28/2012 | G ⁽⁴⁾ | V | 40,000 | D | \$ 0 | 612,258 | D | |

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.

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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 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 Repor Trans (Instr |
|---|--|---|---|---|---|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHEFFIELD SCOTT D
5205 N. O'CONNOR BLVD., SUITE 200
IRVING, TX 75039

Chairman & CEO

Signatures

Mark H. Kleinman, Attorney-in-Fact For Scott D.
Sheffield

12/13/2012

**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
- (2) The reporting person and his spouse entered into a marital property partition agreement pursuant to which 40,000 shares previously reported as owned directly by the reporting person, and which was community property, became the separate property of his spouse.
- (3) Gift by the spouse of the reporting person to a trust whose beneficiaries are family members of the reporting person and for which the reporting person serves as trustee, but the reporting person has no beneficial interest in the trust.
- (4) Gift by the reporting person to a trust whose beneficiaries are family members of the reporting person and for which the spouse of the reporting person serves as trustee, but the reporting person has no beneficial interest in the trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.