

MCMANUS DAVID  
Form 4  
March 31, 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 \*  
MCMANUS DAVID

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)  
03/30/2011

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

IRVING, TX 75039

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/30/2011		S		600	D	\$ 102 61,469
Common Stock	03/30/2011		S		200	D	\$ 102.015 61,269
Common Stock	03/30/2011		S		140	D	\$ 102.07 61,129
Common Stock	03/30/2011		S		800	D	\$ 102.0706 60,329
Common Stock	03/30/2011		S		200	D	\$ 102.0925 60,129

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Common Stock	03/30/2011	S	200	D	\$ 102.1375	59,929	D
Common Stock	03/30/2011	S	200	D	\$ 102.14	59,729	D
Common Stock	03/30/2011	S	115	D	\$ 102.1413	59,614	D
Common Stock	03/30/2011	S	200	D	\$ 102.1975	59,414	D
Common Stock	03/30/2011	S	1,285	D	\$ 102.2158	58,129	D
Common Stock	03/30/2011	S	200	D	\$ 102.255	57,929	D
Common Stock	03/30/2011	S	200	D	\$ 102.5	57,729	D
Common Stock	03/30/2011	S	2,000	D	\$ 102.5045	55,729	D
Common Stock	03/30/2011	S	200	D	\$ 102.54	55,529	D
Common Stock	03/30/2011	S	300	D	\$ 102.55	55,229	D
Common Stock	03/30/2011	S	500	D	\$ 102.65	54,729	D
Common Stock	03/30/2011	S	300	D	\$ 102.66	54,429	D
Common Stock	03/30/2011	S	200	D	\$ 102.67	54,229	D
Common Stock	03/30/2011	S	600	D	\$ 102.68	53,629	D
Common Stock	03/30/2011	S	100	D	\$ 102.685	53,529	D
Common Stock	03/30/2011	S	200	D	\$ 102.69	53,329	D
Common Stock	03/30/2011	S	200	D	\$ 102.7	53,129	D
Common Stock	03/30/2011	S	200	D	\$ 102.71	52,929	D
Common Stock	03/30/2011	S	100	D	\$ 102.815	52,829	D
Common Stock	03/30/2011	S	200	D	\$ 102.86	52,629	D

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

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

Table with 10 columns: 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. 5), 10. Reporting Person's Relationship to the Issuer (Instr. 4).

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Entry for MCMANUS DAVID, 5205 N. O'CONNOR BLVD., SUITE 200, IRVING, TX 75039, with relationship EVP, International Operations.

Signatures

Mark H. Kleinman, Attorney-in-Fact For David McManus, 03/31/2011

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. 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.