

PIONEER NATURAL RESOURCES CO
 Form 4
 March 07, 2005

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 *
 ALAMEDDINE A R

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)
 IRVING, TX 75039
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 03/03/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - WORLDWIDE BUSINESS DEV

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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	03/03/2005		M			3,017	A	\$ 14	57,795	D	
Common Stock	03/03/2005		M			3,333	A	\$ 12.4375	61,128	D	
Common Stock	03/03/2005		M			3,750	A	\$ 12.5	64,878	D	
Common Stock	03/03/2005		S			10,100	D	\$ 43.5	54,778	D	
Common Stock									7	I	401(k)

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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 Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 12.4375	03/03/2005		M	3,333	08/23/2000 ⁽¹⁾ 08/23/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.5	03/03/2005		M	3,750	08/16/2001 ⁽²⁾ 08/16/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14	03/03/2005		M	3,017	11/23/1999 ⁽³⁾ 11/23/2006	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALAMEDDINE A R 5205 N. O'CONNOR BLVD., SUITE 900 IRVING, TX 75039			EVP - WORLDWIDE BUSINESS DEV	

Signatures

By: Larry N. Paulsen, Attorney-in-Fact For: A. R. Alameddine
03/07/2005

**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) The options vest and become exercisable in three equal installments beginning one year after the award date of 8/23/99.

(2) The options vest and become exercisable in three equal installments beginning one year after the award date of 8/16/00.

(3) The options vest and become exercisable in three equal installments beginning one year after the award date of 11/23/98.

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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