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PIONEER NATURAL RESOURCES CO

Form 8-K

September 21, 2005

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

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 16, 2005

PIONEER NATURAL RESOURCES COMPANY

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------------------|---|
| Delaware | 1-13245 | 75-2702753 |
| ----- (State or other jurisdiction of incorporation) | ----- (Commission File Number) | ----- (I.R.S. Employer Identification Number) |
| 5205 N. O'Connor Blvd., Suite 900, Irving, Texas | | 75039 |
| ----- (Address of principal executive offices) | | ----- (Zip code) |

Registrant's telephone number, including area code: (972) 444-9001

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01. Entry into a Material Definitive Agreement

On September 16, 2005, Pioneer Natural Resources Company (the "Company") entered into a fifth supplemental indenture (the "Fifth Supplemental Indenture") with Wachovia Bank, National Association as trustee (the "Trustee") which amended the indenture, dated as of March 10, 2004, between the Company and the Trustee (as amended and supplemented, the "Indenture") pursuant to which the Company issued its 5.875% Senior Notes due 2012. The Fifth Supplemental Indenture, among other things, permanently removed substantially all of the operating restrictions contained in the Indenture.

The Fifth Supplemental Indenture is attached as Exhibit 4.1, and the terms and conditions thereof are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

- 4.1 - Fifth Supplemental Indenture, dated as of September 16, 2005, among the Company, Pioneer Natural Resources USA, Inc., as Guarantor, and Wachovia Bank, National Association, as Trustee, with respect to that Indenture, dated as of March 10, 2004, between the Company and Wachovia Bank, National Association, as Trustee.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PIONEER NATURAL RESOURCES COMPANY

/s/ Darin G. Holderness

Darin G. Holderness
Vice President and Chief Accounting Officer

Date: September 21, 2005

EXHIBIT INDEX

| Exhibit Number ----- | Exhibit Title ----- |
|----------------------------|---|
| 4.1(a) | Fifth Supplemental Indenture, dated as of September 16, 2005, among the Company, Pioneer Natural Resources USA, Inc., as Guarantor, and Wachovia Bank, National Association, as Trustee, with respect to that Indenture, dated as of March 10, 2004, between the Company and Wachovia Bank, National Association, as Trustee. |

(a) filed herewith.