

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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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 *
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 or 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)

| 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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCMANUS DAVID
5205 N. O'CONNOR BLVD., SUITE 200
IRVING, TX 75039

EVP, International Operations

Signatures

Mark H. Kleinman, Attorney-in-Fact For David
McManus

03/31/2011

__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. 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.