

PIONEER NATURAL RESOURCES CO
Form S-3MEF
April 25, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 25, 2002.
REGISTRATION NO. 333-

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PIONEER NATURAL RESOURCES COMPANY
PIONEER NATURAL RESOURCES USA, INC.
(Exact name of registrants as specified in their charters)

Delaware	75-2702753
Delaware	75-2516853

(State or other jurisdiction of incorporation or organization) (I.R.S. employer identification no.)

5205 NORTH O'CONNOR BLVD., SUITE 1400
IRVING, TEXAS 75039
(972) 444-9001
(Address, including zip code, and telephone number,
including area code, of registrants' principal executive offices)

SCOTT D. SHEFFIELD
PRESIDENT AND CHIEF EXECUTIVE OFFICER
PIONEER NATURAL RESOURCES COMPANY
5205 NORTH O'CONNOR BLVD., SUITE 1400
IRVING, TEXAS 75039
(972) 444-9001
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

COPIES TO:

MARK L. WITHROW
EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL
PIONEER NATURAL RESOURCES COMPANY
5205 NORTH O'CONNOR BLVD., SUITE 1400
IRVING, TEXAS 75039
(972) 444-9001

ROBERT L. KIMBALL
VINSON & ELKINS L.L.P.
3700 TRAMMELL CROW CENTER
2001 ROSS AVENUE
DALLAS, TEXAS 75201
(214) 220-7700

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
April 25, 2002

If the only securities being registered on this form are being offered

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pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-42315

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER UNIT (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)
Debt securities			
Guarantees of debt securities			
Total			\$25,550,000 =====

(1) Not required to be included in accordance with Rule 457(o).

(2) The registrants estimated the proposed maximum aggregate offering price solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.

EXPLANATORY NOTE

This registration statement is being filed to register an additional \$25,550,000 of the debt securities of Pioneer Natural Resources Company, a Delaware corporation, and guarantee of Pioneer Natural Resources USA, Inc., a Delaware corporation, described on the cover page of this registration statement

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pursuant to Rule 462(b) under the Securities Act of 1933. The contents of the registration statement on Form S-3 (Registration No. 333-42315) filed by Pioneer Natural Resources Company and Pioneer Natural Resources USA, Inc. with the Securities and Exchange Commission on December 15, 1997, as amended by amendment no. 1 thereto filed on January 5, 1998, which was declared effective on January 7, 1998, are incorporated in this registration statement by reference.

The required opinions and consents are listed on an index to exhibits attached hereto and filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Irving, Texas, on April 25, 2002.

PIONEER NATURAL RESOURCES COMPANY

By: /s/ Scott D. Sheffield

 Scott D. Sheffield
 Chairman of the Board, President and Chief
 Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE
<p>/s/ Scott D. Sheffield ----- Scott D. Sheffield</p>	<p>Chairman of the Board of Directors, President and Chief Executive Officer (principal executive officer)</p>	<p>April</p>
<p>/s/ Timothy L. Dove ----- Timothy L. Dove</p>	<p>Executive Vice President and Chief Financial Officer (principal financial officer)</p>	<p>April</p>
<p>/s/ Richard P. Dealy ----- Richard P. Dealy</p>	<p>Vice President and Chief Accounting Officer (principal accounting officer)</p>	<p>April</p>

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-----	Director	April
James R. Baroffio		
*	Director	April

R. Hartwell Gardner		
*	Director	April

James L. Houghton		
*	Director	April

Jerry P. Jones		
*	Director	April

Charles E. Ramsey, Jr.		

*By: /s/ Mark L. Withrow

 Mark L. Withrow
 Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Irving, Texas, on April 25, 2002.

PIONEER NATURAL RESOURCES USA, INC.

By: /s/ Scott D. Sheffield

 Scott D. Sheffield
 President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE
	President (principal executive	April

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/s/ Scott D. Sheffield	officer)	

Scott D. Sheffield	Director, Executive Vice President and Chief Financial Officer	
/s/ Timothy L. Dove	(principal financial officer)	April

Timothy L. Dove	Vice President and Chief Accounting Officer (principal accounting officer)	April
/s/ Richard P. Dealy		

Richard P. Dealy		
	Director	April

Dennis E. Fagerstone		
/s/ Mark L. Withrow	Director	April

Mark L. Withrow		
/s/ Danny L. Kellum	Director	April

Danny L. Kellum		

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INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION
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5.1	Opinion of Vinson & Elkins L.L.P. as to the legality of the securities to be registered
23.1	Consent of Ernst & Young LLP
23.2	Consent of Vinson & Elkins L.L.P. (included in the opinion filed as Exhibit 5.1 to this registration statement)
24.1	Powers of Attorney for Pioneer Natural Resources Company (incorporated by reference to the registrants' registration statement on Form S-3 (no. 333-42315))
24.2	Powers of Attorney for Pioneer Natural Resources USA, Inc. (incorporated by reference to the registrants' registration statement on Form S-3 (no. 333-42315))

