

PIONEER NATURAL RESOURCES CO  
 Form 4  
 November 09, 2007

**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 \*  
 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 200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/08/2007

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

IRVING, TX 75039

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

(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 |   |  |   | (A) or (D) | Price |
| Common Stock                    | 11/08/2007                           |  | M                              |   |   | 3,750  | A   | \$ 12.5  | 57,506  | D          |       |
| Common Stock                    | 11/08/2007                           |  | M                              |   |   | 4,167  | A   | \$ 18.96   | 61,673  | D          |       |
| Common Stock                    | 11/08/2007                           |  | M                              |   |   | 4,667  | A   | \$ 17.69   | 66,340  | D          |       |
| Common Stock                    | 11/08/2007                           |  | M                              |   |   | 3,500  | A   | \$ 24.72   | 69,840  | D          |       |
| Common Stock                    | 11/08/2007                           |  | M                              |   |   | 5,334  | A   | \$ 18.3  | 75,174  | D          |       |

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|              |            |   |        |   |          |                  |   |        |
|--------------|------------|---|--------|---|----------|------------------|---|--------|
| Common Stock | 11/08/2007 | S | 19,300 | D | \$ 54    | 55,874           | D |        |
| Common Stock | 11/08/2007 | S | 118    | D | \$ 54.13 | 55,756           | D |        |
| Common Stock | 11/08/2007 | S | 100    | D | \$ 54.12 | 55,656           | D |        |
| Common Stock | 11/08/2007 | S | 500    | D | \$ 54.11 | 55,156           | D |        |
| Common Stock | 11/08/2007 | S | 200    | D | \$ 54.1  | 54,956           | D |        |
| Common Stock | 11/08/2007 | S | 300    | D | \$ 54.09 | 54,656           | D |        |
| Common Stock | 11/08/2007 | S | 100    | D | \$ 54.07 | 54,556           | D |        |
| Common Stock | 11/08/2007 | S | 100    | D | \$ 54.06 | 54,456           | D |        |
| Common Stock | 11/08/2007 | S | 300    | D | \$ 54.05 | 54,156           | D |        |
| Common Stock | 11/08/2007 | S | 400    | D | \$ 54.01 | 53,756           | D |        |
| Common Stock |            |   |        |   |          | 7 <sup>(1)</sup> | I | 401(k) |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  | \$ 12.5  | 11/08/2007                           |  | M                              | 3,750   | 08/16/2003 08/16/2008                                    | Amo or Num of Share   |

|   |          |            |   |       |            |            |              |              |  |
|---|----------|------------|---|-------|------------|------------|--------------|--------------|--|
| Non-Qualified Stock Option (right to buy) |          |            |   |       |            |            |              | Common Stock |  |
| Non-Qualified Stock Option (right to buy) | \$ 18.96 | 11/08/2007 | M | 4,167 | 02/14/2003 | 02/14/2008 | Common Stock | 4,1          |  |
| Non-Qualified Stock Option (right to buy) | \$ 17.69 | 11/08/2007 | M | 4,667 | 08/14/2003 | 08/14/2008 | Common Stock | 4,6          |  |
| Non-Qualified Stock Option (right to buy) | \$ 18.3  | 11/08/2007 | M | 5,334 | 02/19/2003 | 02/19/2008 | Common Stock | 5,3          |  |
| Non-Qualified Stock Option (right to buy) | \$ 24.72 | 11/08/2007 | M | 3,500 | 08/12/2003 | 08/12/2008 | Common Stock | 3,5          |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| ALAMEDDINE A R<br>5205 N. O'CONNOR BLVD., SUITE 200<br>IRVING, TX 75039 |               |           | EVP, Worldwide Negotiations |       |

## Signatures

By: Mark H. Kleinman, Attorney-in-Fact For: A. R. Alameddine

11/09/2007

\_\_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) Consists of shares beneficially owned as a result of reporting person's ownership of units in the Pioneer Natural Resources USA, Inc. 401(k) Plan.

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.