

VACA COCA GUIMAR
Form 4
December 14, 2004

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 *
VACA COCA GUIMAR

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

IRVING, TX 75039

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SUBSIDIARY OFFICER

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	12/14/2004		M			3,333	A	\$ 14	43,393	D	
Common Stock	12/14/2004		M			10,000	A	\$ 12.4375	53,393	D	
Common Stock	12/14/2004		M			12,500	A	\$ 12.5	65,893	D	
Common Stock	12/14/2004		M			12,667	A	\$ 18.3	78,560	D	
Common Stock	12/14/2004		S			38,500	D	\$ 34.5004	40,060	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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(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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 12.4375	12/14/2004		M	10,000	08/23/2000 08/23/2005	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 12.5	12/14/2004		M	12,500	08/16/2001 08/16/2006	Common Stock	12
Non-Qualified Stock Option (right to buy)	\$ 14	12/14/2004		M	3,333	11/23/1999 11/23/2004	Common Stock	3,
Non-Qualified Stock Option (right to buy)	\$ 18.3	12/14/2004		M	12,667	02/19/2003 02/19/2008	Common Stock	12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VACA COCA GUIMAR 5205 N. O'CONNOR BLVD., SUITE 900 IRVING, TX 75039			SUBSIDIARY OFFICER	

Signatures

By: Mark L. Withrow, Attorney-in-Fact For: Guimar Vaca Coca
12/14/2004

__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.

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