

RAMSEY CHARLES E JR  
Form 4/A  
February 14, 2012

**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 \*  
RAMSEY CHARLES E JR

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  
  
IRVING, TX 75039

3. Date of Earliest Transaction (Month/Day/Year)  
06/07/2011

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/16/2011

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)			
Common Stock <sup>(1)</sup>	06/07/2011		G	V	1,057	A \$ 0	22,151	I	by Trust
Common Stock <sup>(1)</sup>	06/07/2011		G	V	1,057	D \$ 0	2,700	D	
Common Stock <sup>(1)</sup>	09/07/2011		G	V	675	A \$ 0	22,826	I	by Trust
Common Stock <sup>(1)</sup>	09/07/2011		G	V	675	D \$ 0	2,025	D	
Common Stock	11/14/2011		S		200 <sup>(2)</sup>	D \$ 92.36	22,626	I	by Trust

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Common Stock	11/14/2011	S	700 <u>(2)</u>	D	\$ 92.4285	21,926	I	by Trust
Common Stock	11/14/2011	S	200 <u>(2)</u>	D	\$ 92.46	21,726	I	by Trust
Common Stock	11/14/2011	S	100 <u>(2)</u>	D	\$ 92.485	21,626	I	by Trust
Common Stock	11/14/2011	S	100 <u>(2)</u>	D	\$ 92.56	21,526	I	by Trust
Common Stock	11/14/2011	S	100 <u>(2)</u>	D	\$ 92.33	21,426	I	by Trust
Common Stock	11/14/2011	S	700 <u>(2)</u>	D	\$ 92.37	20,726	I	by Trust
Common Stock	11/14/2011	S	500 <u>(2)</u>	D	\$ 92.44	20,226	I	by Trust
Common Stock	11/14/2011	S	200 <u>(2)</u>	D	\$ 92.47	20,026	I	by Trust
Common Stock	11/14/2011	S	900 <u>(2)</u>	D	\$ 92.4939	19,126	I	by Trust
Common Stock	11/14/2011	S	300 <u>(2)</u>	D	\$ 92.5333	18,826	I	by Trust
Common Stock	11/14/2011	S	100 <u>(2)</u>	D	\$ 92.58	18,726	I	by Trust
Common Stock	11/14/2011	S	200 <u>(2)</u>	D	\$ 92.34	18,526	I	by Trust
Common Stock	11/14/2011	S	400 <u>(2)</u>	D	\$ 92.42	18,126	I	by Trust
Common Stock	11/14/2011	S	100 <u>(2)</u>	D	\$ 92.445	18,026	I	by Trust
Common Stock	11/14/2011	S	100 <u>(2)</u>	D	\$ 92.48	17,926	I	by Trust
Common Stock	11/14/2011	S	100 <u>(2)</u>	D	\$ 92.5	17,826	I	by Trust

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)

