

WITHROW MARK L

Form 4

January 24, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *

WITHROW MARK L

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

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

01/21/2005

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
 E. V. P., GEN. COUNSEL & SEC.

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

IRVING, TX 75039

(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	01/21/2005		M		5,833	A	\$ 12.4375	93,960	D
Common Stock	01/21/2005		M		15,333	A	\$ 7.875	109,293	D
Common Stock	01/21/2005		S		1,700	D	\$ 36.05	107,593	D
Common Stock	01/21/2005		S		3,900	D	\$ 36.06	103,693	D
Common Stock	01/21/2005		S		5,400	D	\$ 36.07	98,293	D

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Common Stock	01/21/2005	S	700	D	\$ 36.08	97,593	D	
Common Stock	01/21/2005	S	200	D	\$ 36.09	97,393	D	
Common Stock	01/21/2005	S	600	D	\$ 36.1	96,793	D	
Common Stock	01/21/2005	S	1,300	D	\$ 36.11	95,493	D	
Common Stock	01/21/2005	S	2,000	D	\$ 36.12	93,493	D	
Common Stock	01/21/2005	S	3,700	D	\$ 36.13	89,793	D	
Common Stock	01/21/2005	S	100	D	\$ 36.16	89,693	D	
Common Stock	01/21/2005	S	1,566	D	\$ 36.18	88,127	D	
Common Stock						11,143	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 7.875	01/21/2005		M	15,333	02/15/2001 02/15/2006	Common Stock 15,333
Non-Qualified Stock Option (right to buy)	\$ 12.4375	01/21/2005		M	5,833	08/23/2000 08/23/2005	Common Stock 5,833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WITHROW MARK L 5205 N. O'CONNOR BLVD., SUITE 900 IRVING, TX 75039			E. V. P., GEN. COUNSEL & SEC.	

Signatures

Mark L.
Withrow 01/24/2005

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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