

PIONEER NATURAL RESOURCES CO

Form 4

September 22, 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 *

KELLUM DANNY L

(Last) (First) (Middle)

5205 N. O'CONNOR BLVD.,
SUITE 900

(Street)

IRVING, TX 75039

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

PIONEER NATURAL
RESOURCES CO [PXD]

3. Date of Earliest Transaction

(Month/Day/Year)

09/20/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
 E. V. P. - DOMESTIC OPERATIONS

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/20/2005		M		10,000	A	\$ 18.3	71,022	D
Common Stock	09/20/2005		M		6,666	A	\$ 24.72	77,688	D
Common Stock	09/20/2005		M		6,667	A	\$ 24.25	84,355	D
Common Stock	09/20/2005		M		3,333	A	\$ 25.58	87,688	D
Common Stock	09/20/2005		S		26,666	D	\$ 53.8551	61,022	D

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Common Stock 516 I 401(k) ⁽¹⁾

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)

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 of Underlying Security
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 18.3	09/20/2005		M	10,000	02/19/2003 02/19/2010	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 24.25	09/20/2005		M	6,667	02/18/2004 02/18/2010	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 24.72	09/20/2005		M	6,666	08/12/2003 08/12/2010	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 25.58	09/20/2005		M	3,333	08/19/2004 08/19/2010	Common Stock	3,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KELLUM DANNY L 5205 N. O'CONNOR BLVD., SUITE 900 IRVING, TX 75039	E. V. P. - DOMESTIC OPERATIONS

Signatures

Danny L.
Kellum

09/22/2005

__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).
- (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.

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