

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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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 \*  
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  
  
(Street)  
  
IRVING, TX 75039  
  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
06/07/2011  
  
4. If Amendment, Date Original Filed(Month/Day/Year)  
11/16/2011

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
  
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) |   |  |   |
| 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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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

RAMSEY CHARLES E JR  
 5205 N. O'CONNOR BLVD., SUITE 200  
 IRVING, TX 75039

## Signatures

Mark H. Kleinman, Attorney-in-Fact For Charles E. Ramsey, Jr. 02/14/2012

\_\_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) The total number of shares being reported as beneficially owned are being amended to reflect a gift by the reporting person on June 3, 2010 of 4,417 shares to a family trust, which was a change in form of beneficial ownership for purposes of Rule 16a-13. All of these sales were previously reported inadvertently as direct sales by the reporting person, rather than indirect sales by the reporting persons family trust. Transactions between the reporting person and the family trust are considered changes in form of beneficial ownership for purposes of Rule 16a-13.

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.