

PIONEER NATURAL RESOURCES CO  
Form SC 13D/A  
June 29, 2010

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

Amendment No. 3

Pioneer Natural Resources Company

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(Name of Issuer)

Common Stock

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(Title of Class and Securities)

723787107

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(CUSIP Number of Class of Securities)

O. Mason Hawkins  
Chairman of the Board and C.E.O.  
and  
Andrew R. McCarroll  
Vice President & General Counsel

Southeastern Asset Management, Inc.  
6410 Poplar Avenue, Suite 900  
Memphis, TN 38119  
(901) 761-2474

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(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

June 24, 2010

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(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Sections 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box: [X]

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(1) NAMES OF REPORTING PERSONS  
Southeastern Asset Management, Inc. I.D. No. 62-0951781

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)  
(b) X

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(3) SEC USE ONLY

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(4) SOURCE OF FUNDS  
00: Funds of investment advisory clients

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(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

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(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Tennessee

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	:	(7) SOLE VOTING POWER
	:	(Discretionary Accounts)
	:	6,290,091 shares
	:	(8) SHARED OR NO VOTING POWER
	:	12,092,900 shares (Shared)
	:	1,938,800 shares (No Vote)
	:	(9) SOLE DISPOSITIVE POWER
	:	(Discretionary Accounts)
	:	8,228,891 shares
	:	(10) SHARED DISPOSITIVE POWER

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(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
20,321,791 shares

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(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES  
CERTAIN SHARES

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(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
17.5 %

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(14) TYPE OF REPORTING PERSON  
IA

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CUSIP No. 723787107

13D

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(1) NAMES OF REPORTING PERSONS  
Longleaf Partners Fund I.D. No. 63-6147721

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)  
(b) X

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(3) SEC USE ONLY

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(4) SOURCE OF FUNDS  
00: Funds of investment company shareholders

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(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 29e) [ ]

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(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Massachusetts

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: (7) SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY : None

OWNED BY EACH REPORTING PERSON  
WITH

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: (8) SHARED VOTING POWER

: 8,657,900 shares (Shared)

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: (9) SOLE DISPOSITIVE POWER

: None

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: (10) SHARED DISPOSITIVE POWER

: 8,657,900 shares (Shared)

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(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,657,900 shares

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(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES  
CERTAIN SHARES

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(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
7.5 %

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(14) TYPE OF REPORTING PERSON  
IV

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CUSIP No. 723787107

13D

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(1) NAMES OF REPORTING PERSONS  
O. Mason Hawkins I.D. No. XXX-XX-XXXX

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)  
(b) X

---

(3) SEC USE ONLY

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(4) SOURCE OF FUNDS  
00: None

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(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS

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REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[ ]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
 Citizen of United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	: (7) SOLE VOTING POWER : (Discretionary Accounts) : None
	: (8) SHARED VOTING POWER : None
	: (9) SOLE DISPOSITIVE POWER : None
	: (10) SHARED DISPOSITIVE POWER : None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 None (See Item 3)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES [ ]

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 0.0 %

(14) TYPE OF REPORTING PERSON  
 IN

Item 5. Interest In Securities Of The Issuer

Item 5 shall be amended and restated as follows:

(a) The aggregate number and percentage of Securities to which this Schedule 13D relates is 20,321,791 shares of the common stock of the Issuer, constituting approximately 17.5% of the 115,929,792 shares outstanding.

	Common Shares Held	% of outstanding Common Shares
<hr/>		
Voting Authority		
Sole:	6,290,091	5.4%
Shared:	12,092,900*	10.4%
None:	1,938,800	1.7%
Total	20,321,791	17.5%

\*Consists of shares owned by Longleaf Partners Fund and Longleaf Partners Small-Cap Fund, each a series of Longleaf Partners Funds Trust, an open-end

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management investment company registered under the Investment Company Act of 1940.

Dispositive Authority

Sole:	8,228,891	7.1%
Shared:	12,092,900*	10.4%
None:	0	0.0%
Total	20,321,791	17.5%

\*Consists of shares owned by Longleaf Partners Fund and Longleaf Partners Small-Cap Fund, each a series of Longleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940.

(b) Southeastern generally has the sole power to dispose of or to direct the disposition of the Securities held for discretionary accounts of its investment clients, and may be granted the sole power to vote or direct the vote of such Securities; such powers may be retained by or shared with the respective clients for shared or non-discretionary accounts. Shares held by any Series of Longleaf Partners Funds Trust are reported in the "shared" category.

(c) Purchase or sale transactions in the Securities during the past sixty days are disclosed on Schedule II.

(d) The investment advisory clients of Southeastern have the sole right to receive and, subject to notice, to withdraw the proceeds from the sale of the Securities, and the sole power to direct the receipt of dividends from any of the Securities held for their respective accounts. Such clients may also terminate the investment advisory agreements without penalty upon appropriate notice. Southeastern does not have an economic interest in any of the Securities reported herein.

(e) Not applicable.

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 28, 2010

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

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Andrew R. McCarroll  
Vice President and General Counsel

Longleaf Partners Fund  
By: Southeastern Asset Management, Inc.

/s/ Andrew R. McCarroll

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Andrew R. McCarroll  
Vice President & General Counsel

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O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Amendment No. 3 to Schedule 13D with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Amendment No. 3 to Schedule 13D. In evidence thereof, the undersigned hereby execute this Agreement as of June 28, 2010.

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

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Andrew R. McCarroll  
Vice President and General Counsel

Longleaf Partners Fund  
By: Southeastern Asset Management, Inc.  
/s/ Andrew R. McCarroll

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Andrew R. McCarroll  
Vice President & General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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Schedule II  
Transactions in the Last Sixty Days

Transaction Type	Date	# of Shares	Price per Share *
Sale	05/05/2010	6849	\$62.38
Sale	06/03/2010	1000	\$66.94
Sale	06/09/2010	6200	\$66.28
Sale	06/15/2010	20000	\$70.79
Sale	06/24/2010	537201	\$65.31
Sale	06/25/2010	742799	\$65.34
Sale	06/28/1010	100	\$65.46

Sales by Southeastern private account clients in the ordinary course of business on the New York Stock Exchange or through Electronic Communication Networks (ECNs).

\* Net of commissions

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SCHEDULE 13D Pioneer Natural Resources Company ("Issuer")

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