

PIONEER NATURAL RESOURCES CO  
 Form 4  
 September 29, 2015

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 DEALY RICHARD P

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

3. Date of Earliest Transaction (Month/Day/Year)  
 09/24/2015

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

(Street)  
 IRVING, TX 75039

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |  |
| Common Stock                    |                                      |  |                                |   | 310 <sup>(1)</sup>  | I  | 401(k)                                     |
| Common Stock                    |                                      |  |                                |   | 58,771  | D  |  |
| Common Stock                    | 09/24/2015                           |  | G <sup>(2)</sup>               | 23,546 D \$ 0   | 141,332   | I  | by Family Limited Partnership              |
| Common Stock                    | 09/24/2015                           |  | G <sup>(2)</sup>               | 23,546 A \$ 0   | 141,332   | I  | by Family Limited Partnership              |

|              |            |                  |         |   |           |         |   |                               |
|--------------|------------|------------------|---------|---|-----------|---------|---|-------------------------------|
| Common Stock | 09/24/2015 | S <sup>(3)</sup> | 117,786 | D | \$ 119.85 | 141,332 | I | by Family Limited Partnership |
| Common Stock | 09/24/2015 | P <sup>(3)</sup> | 117,786 | A | \$ 119.85 | 141,332 | I | by Family Limited Partnership |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| DEALY RICHARD P<br>5205 N O'CONNOR BLVD<br>SUITE 900<br>IRVING, TX 75039 |               |           | EVP & CFO |       |

## Signatures

Thomas J. Murphy, Attorney-in-Fact for Richard P. Dealy  
09/28/2015

\_\_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)

(2) All of the shares of common stock of the issuer underlying this transaction are owned by a family limited partnership the general partner of which is controlled by the reporting person. This transaction is reporting gifts by the reporting person and his spouse of limited partnership interests in the partnership to trusts the beneficiaries of which are children of the reporting person. The shares of common stock of the issuer underlying this transaction continued to be owned by the family limited partnership.

(3) All of the shares of common stock of the issuer underlying this transaction are owned by a family limited partnership the general partner of which is controlled by the reporting person. This transaction is reporting sales by the reporting person and his spouse of, in the aggregate, an 83.34% interest in the partnership to a trust the beneficiaries of which are the reporting person and members of his family for promissory notes in the aggregate principal amount equal to the fair market value of the transferred partnership interests. The shares of common stock of the issuer underlying this transaction continued to be owned by the family limited partnership. For purposes of this filing, the reporting person is reporting in column 4 as the price of the securities the opening price of common stock of the issuer on the date of the transaction.

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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