

KELLUM DANNY L

Form 4

February 01, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

KELLUM DANNY 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)

02/01/2005

____ Director

____ 10% Owner
____ Officer (give title below) Other (specify below)

E. V. P. - DOMESTIC OPERATIONS

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

____X____ 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	02/01/2005		M		7,666	A	\$ 18.96	63,436	D
Common Stock	02/01/2005		M		10,000	A	\$ 17.69	73,436	D
Common Stock	02/01/2005		M		10,000	A	\$ 18.3	83,436	D
Common Stock	02/01/2005		M		13,334	A	\$ 24.72	96,770	D
Common Stock	02/01/2005		M		6,667	A	\$ 24.25	103,437	D

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Common Stock	02/01/2005	M	3,334	A	\$ 25.58	106,771	D	
Common Stock	02/01/2005	S	51,001	D	\$ 38.6009	55,770	D	
Common Stock						516	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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 17.69	02/01/2005		M	10,000	08/14/2002 08/14/2007	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 18.3	02/01/2005		M	10,000	02/19/2003 02/19/2008	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 18.96	02/01/2005		M	7,666	02/14/2002 02/14/2007	Common Stock	7,
Non-Qualified Stock Option (right to buy)	\$ 24.25	02/01/2005		M	6,667	02/18/2004 02/18/2009	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 24.72	02/01/2005		M	13,334	08/12/2003 08/12/2008	Common Stock	13
Non-Qualified Stock Option (right to buy)	\$ 25.58	02/01/2005		M	3,334	08/19/2004 08/19/2011	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

02/01/2005

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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