

PIONEER NATURAL RESOURCES CO
 Form 4
 September 29, 2015

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 *
 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
 (Street)

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

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

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

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

Common Stock	09/24/2015	S ⁽³⁾	117,786	D	\$ 119.85	141,332	I	by Family Limited Partnership
Common Stock	09/24/2015	P ⁽³⁾	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.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEALY RICHARD P 5205 N O'CONNOR BLVD SUITE 900 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.

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.