

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 ⁽¹⁾	06/07/2011		G	V	1,057	A	\$ 0	22,151	I	by Trust
Common Stock ⁽¹⁾	06/07/2011		G	V	1,057	D	\$ 0	2,700	D	
Common Stock ⁽¹⁾	09/07/2011		G	V	675	A	\$ 0	22,826	I	by Trust
Common Stock ⁽¹⁾	09/07/2011		G	V	675	D	\$ 0	2,025	D	
Common Stock	11/14/2011		S		200 ⁽²⁾	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.