

PIONEER NATURAL RESOURCES CO
 Form 4
 February 23, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
WITHROW MARK 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)
 02/22/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and SECRETARY

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/22/2005		M		23,000	A	\$ 18.96
Common Stock	02/22/2005		M		30,000	A	\$ 17.69
Common Stock	02/22/2005		S		100	D	\$ 40.74
Common Stock	02/22/2005		S		25,400	D	\$ 40.75
Common Stock	02/22/2005		S		200	D	\$ 40.76

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Common Stock	02/22/2005	S	2,900	D	\$ 40.77	112,527	D	
Common Stock	02/22/2005	S	100	D	\$ 40.78	112,427	D	
Common Stock	02/22/2005	S	3,900	D	\$ 40.79	108,527	D	
Common Stock	02/22/2005	S	19,700	D	\$ 40.8	88,827	D	
Common Stock	02/22/2005	S	700	D	\$ 40.81	88,127	D	
Common Stock						11,143	I	401(k)

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 17.69	02/22/2005		M	30,000	08/14/2002 08/14/2007	Common Stock 30
Non-Qualified Stock Option (right to buy)	\$ 18.96	02/22/2005		M	23,000	02/14/2002 02/14/2007	Common Stock 23

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WITHROW MARK L

EVP and SECRETARY

5205 N. O'CONNOR BLVD., SUITE 900
IRVING, TX 75039

Signatures

Mark L.

02/23/2005

Withdraw

 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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