#### Edgar Filing: PIONEER NATURAL RESOURCES CO - Form 4/A

#### PIONEER NATURAL RESOURCES CO

Form 4/A October 07, 2005

### 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

GARDNER R HARTWELL

PIONEER NATURAL RESOURCES CO [PXD]

(Last) (First) (Middle)

5205 N. O'CONNOR BLVD., SUITE 900

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

05/11/2005

05/13/2005

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X\_ Director Officer (give title

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

**IRVING, TX 75039** 

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Pr Underlying Securities

SEC 1474

(9-02)

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| Security (Instr. 3)          | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |        | (Month/Day/Year)      |                    | (Instr. 3 and 4) |  | Secu<br>(Inst |
|------------------------------|---|------------|-------------------------|---|--------|-----------------------|--------------------|------------------|--|---------------|
|                              |   |            |                         | Code V  | (A) (D | ) Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of<br>Shares |               |
| Restricted<br>Stock<br>Units | (1)   | 05/11/2005 |                         | A   | 1,718  | (2)                   | (3)                | Common<br>Stock  | 1,718                                  | 9             |

### **Reporting Owners**

Reporting Owner Name / Address  $\frac{\text{Relationships}}{\text{Director}} = \frac{10\% \text{ Owner}}{10\% \text{ Owner}} = \frac{0 \text{ Other}}{0 \text{ Other}}$  GARDNER R HARTWELL

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

## **Signatures**

By: Mark H. Kleinman, Attorney-in-Fact For: R. Hartwell Gardner

10/07/2005

\*\*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).
- (1) Each restricted stock unit represents a contingent right to receive one share of PXD common stock.
- (2) The restricted stock units will vest in four equal quarterly installments on the following dates: August 11, 2005, November 11, 2005, February 11, 2006 and the day prior to the date of the Company's 2006 Annual Meeting of Stockholders.
- (3) Vested shares will be delivered to the reporting person on January 2, 2008.

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.

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