

WITHROW MARK L  
Form 4  
January 24, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**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)  
**01/21/2005**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**E. V. P., GEN. COUNSEL & SEC.**

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/21/2005		M	A	\$ 5,833 12.4375	D	
Common Stock	01/21/2005		M	A	\$ 15,333 7.875	D	
Common Stock	01/21/2005		S	D	\$ 1,700 36.05	D	
Common Stock	01/21/2005		S	D	\$ 3,900 36.06	D	
Common Stock	01/21/2005		S	D	\$ 5,400 36.07	D	

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Common Stock	01/21/2005	S	700	D	\$ 36.08	97,593	D	
Common Stock	01/21/2005	S	200	D	\$ 36.09	97,393	D	
Common Stock	01/21/2005	S	600	D	\$ 36.1	96,793	D	
Common Stock	01/21/2005	S	1,300	D	\$ 36.11	95,493	D	
Common Stock	01/21/2005	S	2,000	D	\$ 36.12	93,493	D	
Common Stock	01/21/2005	S	3,700	D	\$ 36.13	89,793	D	
Common Stock	01/21/2005	S	100	D	\$ 36.16	89,693	D	
Common Stock	01/21/2005	S	1,566	D	\$ 36.18	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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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 7.875	01/21/2005		M	15,333	02/15/2001	02/15/2006	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 12.4375	01/21/2005		M	5,833	08/23/2000	08/23/2005	Common Stock	5,833

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WITHROW MARK L 5205 N. O'CONNOR BLVD., SUITE 900 IRVING, TX 75039			E. V. P., GEN. COUNSEL & SEC.	

## Signatures

Mark L.  
Withrow

01/24/2005

\_\_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. 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.