

KELLUM DANNY L  
 Form 4  
 February 01, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**KELLUM DANNY 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)  
 02/01/2005

\_\_\_\_ Director  
 Officer (give title below)  
 E. V. P. - DOMESTIC OPERATIONS  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/01/2005		M			7,666	A	\$ 18.96	63,436	D	
Common Stock	02/01/2005		M			10,000	A	\$ 17.69	73,436	D	
Common Stock	02/01/2005		M			10,000	A	\$ 18.3	83,436	D	
Common Stock	02/01/2005		M			13,334	A	\$ 24.72	96,770	D	
Common Stock	02/01/2005		M			6,667	A	\$ 24.25	103,437	D	

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Common Stock	02/01/2005	M	3,334	A	\$ 25.58	106,771	D	
Common Stock	02/01/2005	S	51,001	D	\$ 38.6009	55,770	D	
Common Stock						516	I	401(k)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 17.69	02/01/2005		M	10,000	08/14/2002 08/14/2007	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 18.3	02/01/2005		M	10,000	02/19/2003 02/19/2008	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 18.96	02/01/2005		M	7,666	02/14/2002 02/14/2007	Common Stock 7,
Non-Qualified Stock Option (right to buy)	\$ 24.25	02/01/2005		M	6,667	02/18/2004 02/18/2009	Common Stock 6,
Non-Qualified Stock Option (right to buy)	\$ 24.72	02/01/2005		M	13,334	08/12/2003 08/12/2008	Common Stock 13
Non-Qualified Stock Option (right to buy)	\$ 25.58	02/01/2005		M	3,334	08/19/2004 08/19/2011	Common Stock 3,

