

GARDNER R HARTWELL

Form 4

August 15, 2005

**FORM 4****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

## OMB APPROVAL

OMB  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GARDNER R HARTWELL

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)  
08/12/2005

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

IRVING, TX 75039

(City) (State) (Zip)

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 08/12/2005                              |                                                             | M                                    |                                                                         | 1,978                                                                                                              | A                                                                       | \$ 13.5                                                           |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 20,524                                                            |
| Common<br>Stock                       | 08/12/2005                              |                                                             | M                                    |                                                                         | 1,978                                                                                                              | A                                                                       | \$ 13.5                                                           |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 22,502                                                            |
| Common<br>Stock                       | 08/12/2005                              |                                                             | S                                    |                                                                         | 3,956                                                                                                              | D                                                                       | \$ 42.7623                                                        |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 18,546                                                            |

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**

SEC 1474  
(9-02)

**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 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        | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$ 13.5                                                | 08/12/2005                           |                                                    | M                              |                                                                                         | 1,978                                                    |     | 08/18/2000 <sup>(1)</sup>                                   | <sup>(2)</sup>  | Common Stock | 1,978                      |
| Non-Qualified Stock Option (right to buy)  | \$ 13.5                                                | 08/12/2005                           |                                                    | M                              |                                                                                         | 1,978                                                    |     | 11/18/2000 <sup>(1)</sup>                                   | <sup>(2)</sup>  | Common Stock | 1,978                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer 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

08/15/2005

\_\_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).

One-fourth of the options shall vest at the end of each of the Board's fiscal quarters (with the exception of the quarter ending with the

(1) Annual Meeting, which is deemed to end on the day prior to the Annual meeting), are immediately exercisable upon such vesting, and survive for a term of five years from the vest date.

(2) The options expire five years from their respective vesting dates.

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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