

OMB APPROVAL	
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SHEFFIELD SCOTT D</u> (Last) (First) (Middle) <u>5205 N. O'CONNOR BLVD., SUITE 200</u> (Street) <u>IRVING TX 75039</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PIONEER NATURAL RESOURCES</u> <u>CO [PXD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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								2,760	I	by Spouse
Common Stock								18,000	I	Family Trust (Officer Trustee)
Common Stock								20,000	I	Family Trust (Spouse Trustee)
Common Stock	05/10/2018		S		2,530 ⁽¹⁾	D	\$200.82	602,217	D ⁽²⁾	
Common Stock	05/10/2018		S		9,570 ⁽³⁾	D	\$202.12	592,647	D	
Common Stock	05/10/2018		S		7,900 ⁽⁴⁾	D	\$202.75	584,747	D	
Common Stock	05/11/2018		S		17,870 ⁽⁵⁾	D	\$202.68	566,877	D	
Common Stock	05/11/2018		S		2,130 ⁽⁶⁾	D	\$203.51	564,747	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- This transaction was executed in multiple trades at prices ranging from \$200.35 to \$201.25. The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Includes 22,147 shares of Common Stock previously held through the 401(k) plan that were distributed to the reporting person on May 2, 2018, and are now owned directly.
- This transaction was executed in multiple trades at prices ranging from \$201.48 to \$202.46. The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$202.49 to \$203.14. The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

5. This transaction was executed in multiple trades at prices ranging from \$202.40 to \$203.19. The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

6. This transaction was executed in multiple trades at prices ranging from \$203.50 to \$203.54. The price reported above reflects the weighted average sale price. The reporting person will provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Thomas J. Murphy, Attorney-
in-Fact For Scott D. Sheffield 05/14/2018

** Signature of Reporting Person Date

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

* 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.

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 Number.