

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PIONEER NATURAL RESOURCES COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE	75-2702753
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1400 WILLIAMS SQUARE WEST
5205 NORTH O'CONNOR BOULEVARD
IRVING, TEXAS 75039
(Address of principal executive offices, including zip code)

1996 INCENTIVE PLAN OF MESA INC.
(Full title of the plan)

MARK L. WITHROW
1400 WILLIAMS SQUARE WEST
5205 NORTH O'CONNOR BOULEVARD
IRVING, TEXAS 75039
(972) 444-9001
(Name, address and telephone number of agent for service)

copy to:

ROBERT L. KIMBALL
VINSON & ELKINS L.L.P.
3700 TRAMMELL CROW CENTER
2001 ROSS AVENUE
DALLAS, TEXAS 75201-2975
(214) 220-7700

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per unit*	Proposed maximum aggregate offering price*	Amount of registration fee
Common Stock, \$0.01 par value per share.....	510,000 shares	\$38.30	\$19,533,000	\$5,920

* Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act of 1933 and based on the average of the high and low prices of the Common Stock reported on The

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents have been filed with the Securities and Exchange Commission by Pioneer Natural Resources Company, a Delaware corporation (the "Company"), and are incorporated herein by reference and made a part hereof:

- (a) The Company's Registration Statement on Form S-4 (File No. 333-26951) dated June 27, 1997;
- (b) The Company's current Report on Form 8-K dated August 7, 1997; and
- (c) The description of the Company's Common Stock, \$0.01 par value per share, contained in Item 1 of the Company's Registration Statement on Form 8-A filed with the Commission pursuant to the Securities Exchange Act of 1934 (the "Exchange Act") on August 8, 1997.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Upon the written or oral request of any person to whom a copy of this Registration Statement has been delivered, the Company will provide without charge to such person a copy of any and all documents (excluding exhibits thereto unless such exhibits are specifically incorporated by reference into such documents) that have been incorporated by reference into this Registration Statement but not delivered herewith. Requests for such documents should be addressed to Pioneer Natural Resources Company, 1400 Williams Square West, 5205 North O'Connor Boulevard, Irving, Texas 75039, Attention: Secretary, (972) 444-9001.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article Twelfth of the Restated Certificate of Incorporation of the Company provides that the Company shall indemnify its officers and directors to the maximum extent allowed by Delaware General Corporation Law. Pursuant to Section 145 of the Delaware General Corporation Law, the Company generally has the power to indemnify its present and former directors and officers against expenses and liabilities incurred by them in connection with any suit to which they are, or are threatened to be made, a party by reason of their serving in those positions so long as they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Company, and with respect to any criminal action, so long as they had no reasonable cause to believe their conduct was unlawful.

With respect to suits by or in the right of the Company, however, indemnification is generally limited to attorney's fees and other expenses and is not available if the person is adjudged to be liable to the Company, unless the court determines that indemnification is appropriate. The statute expressly provides that the power to indemnify authorized thereby is not exclusive of any

rights granted under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise. The Company also has the power to purchase and maintain insurance for its

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directors and officers. Additionally, Article Twelfth of the Restated Certificate of Incorporation provides that, in the event that an officer or director files suit against the Company seeking indemnification of liabilities or expenses incurred, the burden will be on the Company to prove that the indemnification would not be permitted under the Delaware General Corporation Law.

The preceding discussion of the Company's Restated Certificate of Incorporation and Section 145 of the Delaware General Corporation Law is not intended to be exhaustive and is qualified in its entirety by the Company's Restated Certificate of Incorporation and Section 145 of the Delaware General Corporation Law.

The Company has entered into indemnity agreements with its directors and officers. Pursuant to such agreements, the Company will, to the extent permitted by applicable law, indemnify such persons against all expenses, judgments, fines and penalties incurred in connection with the defense or settlement of any actions brought against them by reason of the fact that they were directors or officers of the Company or assumed certain responsibilities at the direction of the Company.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Unless otherwise indicated below as being incorporated by reference to another filing of the Company with the Commission, each of the following exhibits is filed herewith:

- 4.1 -- 1996 Incentive Plan of MESA Inc. (filed as Exhibit No. 10.28 to the Company's Registration Statement on Form S-4, File No. 333-26951, and incorporated herein by reference)
- 5.1 -- Opinion of Vinson & Elkins L.L.P.
- 23.1 -- Consent of KPMG Peat Marwick LLP
- 23.2 -- Consent of Arthur Andersen LLP
- 23.3 -- Consent of Coopers & Lybrand L.L.P.
- 23.2 -- Consent of Vinson & Elkins L.L.P. (included in its opinion filed as Exhibit 5.1 hereto)
- 24.1 -- Powers of Attorney

ITEM 9. UNDERTAKINGS.

The Company hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

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(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Company pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purposes of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irving, State of Texas, on the 5th day of September, 1997.

PIONEER NATURAL RESOURCES COMPANY

By: /s/ Scott D. Sheffield

Scott D. Sheffield
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration

Statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Capacity -----	Date -----
/s/ Scott D. Sheffield ----- Scott D. Sheffield	President, Chief Executive Officer and Director (Principal Executive Officer)	September 5, 1997
/s/ M. Garrett Smith ----- M. Garrett Smith	Senior Vice President--Finance and Assistant Secretary (Principal Financial Officer and Principal Accounting Officer)	September 5, 1997
/s/ I. Jon Brumley ----- I. Jon Brumley	Chairman of the Board	September 5, 1997
/s/ R. Hartwell Gardner ----- R. Hartwell Gardner	Director	September 5, 1997
/s/ John S. Herrington ----- John S. Herrington	Director	September 5, 1997
/s/ Kenneth A. Hersh ----- Kenneth A. Hersh	Director	September 5, 1997
/s/ James L. Houghton ----- James L. Houghton	Director	September 5, 1997

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/s/ Jerry P. Jones ----- Jerry P. Jones	Director	September 5, 1997
/s/ T. Boone Pickens ----- T. Boone Pickens	Director	September 5, 1997
/s/ Richard E. Rainwater ----- Richard E. Rainwater	Director	September 5, 1997
/s/ Charles E. Ramsey, Jr. ----- Charles E. Ramsey, Jr.	Director	September 5, 1997
/s/ Arthur L. Smith ----- Arthur L. Smith	Director	September 5, 1997
/s/ Philip B. Smith ----- Philip B. Smith	Director	September 5, 1997
/s/ Robert L. Stillwell ----- Robert L. Stillwell	Director	September 5, 1997
/s/ Michael D. Wortley ----- Michael D. Wortley	Director	September 5, 1997

EXHIBIT INDEX

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24.1	-- Powers of Attorney

(214) 220-7700

(214) 999-7700

September 5, 1997

Pioneer Natural Resources Company
1400 Williams Square West
5205 North O'Connor Boulevard
Irving, Texas 75039

Ladies and Gentlemen:

We have acted as counsel for Pioneer Natural Resources Company, a Delaware corporation (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of 510,000 shares of common stock, par value \$0.01 per share (the "Shares"), of the Company pursuant to the Company's Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on September 5, 1997.

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) the Restated Certificate of Incorporation of the Company, as filed with the Secretary of State of the State of Delaware, (iii) the Bylaws of the Company, and (iv) certain minutes of meetings of, and resolutions adopted by, the Board of Directors of the Company.

We have assumed that (i) all information contained in all documents we reviewed is true, correct and complete, (ii) all signatures on all documents we reviewed are genuine, (iii) all documents submitted to us as originals are true and complete, (iv) all documents submitted to us as copies are true and complete copies of the originals thereof, and (v) all persons executing and delivering the documents we examined were competent to execute and deliver such documents. In addition, we have assumed that, upon exercise of the stock options pursuant to which the Shares will be issued (the "Options"), (i) the Shares will be issued in accordance with the Company's 1996 Incentive Plan of MESA Inc. (the "1996 MESA Incentive Plan"), (ii) the full consideration for each Share shall be paid to the Company and in no event will be less than the par value for each Share, and (iii) certificates evidencing the Shares will be properly executed and delivered by the Company in accordance with the Delaware General Corporation Law (the "DGCL").

Pioneer Natural Resources Company
September 5, 1997
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Based on the foregoing, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares, when issued by the Company upon exercise of the Options in accordance with the 1996 MESA Incentive Plan, will be legally issued, fully paid and non-assessable.

This opinion is limited in all respects to the laws of the State of Texas, the DGCL and the federal laws of the United States of America. You should be aware that we are not admitted to the practice of law in the State of Delaware.

This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors
Pioneer Natural Resources Company

We consent to the use of our reports incorporated herein by reference.

KPMG PEAT MARWICK LLP

Midland, Texas
September 5, 1997

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our reports and to all references to our Firm included in or made a part of this Registration Statement.

ARTHUR ANDERSEN LLP

Dallas, Texas
September 5, 1997

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this Form S-8 registration statement of Pioneer Natural Resources Company of our report dated July 26, 1996, on our audit of the financial statements of Greenhill Petroleum Corporation as of June 30, 1996, and for the year ended.

/s/ COOPERS & LYBRAND L.L.P.

Coopers & Lybrand L.L.P.

Houston, Texas
September 2, 1997