

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Shah Neal H</u> (Last) (First) (Middle) 777 HIDDEN RIDGE (Street) IRVING TX 75038 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>PIONEER NATURAL RESOURCES CO</u> [PXD] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP and CFO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 01/12/2021 | |

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 | 01/12/2021 | | A | | 62 | A | \$0 ⁽¹⁾⁽²⁾ | 13,219 | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- This Form 4 reports securities acquired in connection with the mergers (the Mergers) contemplated by that certain Agreement and Plan of Merger, dated as of October 20, 2020, by and among Pioneer Natural Resources Company (Pioneer), certain subsidiaries of Pioneer, Parsley Energy, Inc. (Parsley) and Parsley Energy, LLC (Opco LLC) (the Merger Agreement). On January 12, 2021, as a result of the Mergers contemplated by the Merger Agreement, at the Effective Time (as defined in the Merger Agreement), each outstanding eligible share of Class A common stock of Parsley and each outstanding eligible membership interest unit in Opco LLC was converted automatically into the right to receive 0.1252 (the Exchange Ratio) shares of common stock of Pioneer, with cash paid in lieu of the issuance of any fractional shares of Pioneer common stock.
- (Continued from footnote 1) The shares of Pioneer common stock reported above were acquired by the Reporting Person as a result of the Mergers in respect of the shares of Class A common stock of Parsley owned by the Reporting Person immediately prior to the Effective Time in a transaction exempt pursuant to Rule 16b-3. On the trading day immediately prior to the Effective Time, the closing price of Pioneer common stock was \$131.42 per share.

Thomas J. Murphy, Attorney-in-Fact For Neal H. Shah 01/14/2021

** 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.