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PIONEER NATURAL RESOURCES CO

Form 8-K/A

November 05, 2004

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 28, 2004

Pioneer Natural Resources Company

-----  
(Exact name of Registrant as specified in its charter)

Delaware

1-13245

75-2702753

-----  
(State or other jurisdiction  
of incorporation)

-----  
(Commission  
File Number)

-----  
(I.R.S. Employer  
Identification No.)

5205 N. O'Connor Blvd., Suite 900, Irving, Texas

75039

-----  
(Address of principal executive offices)

-----  
(Zip Code)

(972) 444-9001

-----  
(Registrant's telephone number, including area code)

Not applicable

-----  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

PIONEER NATURAL RESOURCES COMPANY

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PIONEER NATURAL RESOURCES COMPANY

Item 1.01. Entry into a Material Definitive Agreement

On September 28, 2004, Pioneer Natural Resources Company (the "Company") issued the First Supplemental Indenture dated September 28, 2004 with respect to the Evergreen Resources, Inc. ("Evergreen") indenture dated December 18, 2001, relating to Evergreen's 4.75% Senior Convertible Notes due 2021 (the "4.75% Notes") assumed by the Company in conjunction with the Evergreen merger on September 28, 2004. The First Supplemental Indenture is attached hereto as exhibit 4.1. This Form 8-K/A amends the First Supplemental Indenture filed as exhibit 4.6 to the Company's Form 8-K dated September 28, 2004.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

- 4.1 First Supplemental Indenture dated as of September 28, 2004, among the Company, Evergreen and Wachovia Bank, National Association (as successor to First Union National Bank), as trustee, with respect to the indenture dated as of December 18, 2001, among Evergreen and First Union National Bank, as trustee, relating to the 4.75% Notes.

PIONEER NATURAL RESOURCES COMPANY

S I G N A T U R E

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PIONEER NATURAL RESOURCES COMPANY

Date: November 4, 2004

By: /s/ Richard P. Dealy

-----  
Richard P. Dealy  
Vice President and Chief Accounting Officer

PIONEER NATURAL RESOURCES COMPANY

EXHIBIT INDEX

Exhibit No. -----	Description -----
4.1(a)	First Supplemental Indenture dated as of September 28, 2004, among the Company, Evergreen and Wachovia Bank, National Association (as successor to First Union National Bank), as trustee, with respect to the indenture dated as of December 18, 2001, among Evergreen and First Union National Bank, as trustee, relating to the 4.75% Notes.

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(a) filed herewith

