

THOMAS GARY L
Form 4
September 11, 2012

FORM 4

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

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
THOMAS GARY L

2. Issuer Name and Ticker or Trading Symbol
EOG RESOURCES INC [EOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

1111 BAGBY, SKY LOBBY 2

09/07/2012

Chief Operating Officer

(Street)

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

HOUSTON, TX 77002

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/07/2012		M		100,000	A	\$ 19.5
Common Stock	09/07/2012		M		65,000	A	\$ 60.99
Common Stock	09/07/2012		D		35,120.039	D	\$ 112.88
Common Stock	09/07/2012		F		10,891.961	D	\$ 112.88
Common Stock	09/07/2012		S		117,600	D	\$ 112.586

(1)

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Common Stock	09/07/2012	A	25.299	A	\$ 112.88	555,237.874	D	
Common Stock						5,767	I	401(k) Plan

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Non-qualified Stock Options (Right to Buy)	\$ 19.5	09/07/2012		M	100,000	08/06/2003 ⁽²⁾	08/06/2013	Common Stock
Stock Appreciation Rights	\$ 60.99	09/07/2012		M	65,000	09/20/2007 ⁽³⁾	09/20/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS GARY L 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002			Chief Operating Officer	

Signatures

Vicky Strom, Attorney-In-Fact for Gary L. Thomas	09/11/2012
**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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$112.40 to \$112.89, inclusive. The reporting person undertakes to provide EOG Resources, Inc., any security holder of EOG Resources, Inc. or the Staff of the United States Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (1) The options became exercisable in 20 percent increments beginning on the date of grant and on each of the next four grant date anniversaries.
 - (2) The SARs became exercisable in 25 percent increments beginning one year from the date of grant and on each of the next three grant date anniversaries.

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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