

Janssen Ann D.
Form 4
May 10, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Janssen Ann D.

(Last) (First) (Middle)

1111 BAGBY, SKY LOBBY 2

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	05/09/2018		M		2,125	A	\$ 95.05	56,476	D
Common Stock	05/09/2018		D		1,719	D	\$ 117.55	54,757	D
Common Stock	05/09/2018		F		99	D	\$ 117.55	54,658	D
Common Stock	05/09/2018		S		307	D	\$ 117.52	54,351	D
Common Stock	05/09/2018		M		2,500	A	\$ 56.21	56,851	D

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Common Stock	05/09/2018	D	1,196	D	\$ 117.54	55,655	D
Common Stock	05/09/2018	F	318	D	\$ 117.54	55,337	D
Common Stock	05/09/2018	S	986	D	\$ 117.59	54,351	D
Common Stock	05/09/2018	S	400	D	\$ 117.71	53,951	D
Common Stock	05/09/2018	S	400	D	\$ 118.25	53,551	D
Common Stock	05/09/2018	S	100	D	\$ 118.225	53,451	D
Common Stock	05/09/2018	S	100	D	\$ 118.22	53,351	D
Common Stock	05/09/2018	S	100	D	\$ 118.21	53,251	D
Common Stock	05/09/2018	S	100	D	\$ 118.16	53,151	D
Common Stock	05/09/2018	S	2,323	D	\$ 118.15	50,828	D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Appreciation Rights	\$ 95.05	05/09/2018		M	2,125	09/29/2017 ⁽¹⁾ 09/29/2023	Common Stock

Stock

Appreciation \$ 56.21 05/09/2018

M

2,500 09/25/2013⁽²⁾ 09/25/2019Common
Stock 2,500

Rights

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Janssen Ann D. 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002			SVP & Chief Accounting Officer	

Signatures

Vicky Strom, attorney-in-fact for Ann D.
Janssen

05/10/2018

**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).
- (1) The SARs become exercisable in 25 percent increments beginning one year from the September 29, 2016 date of grant and on each of the next three grant date anniversaries. The SARs will become fully exercisable on September 29, 2020.
- (2) The SARS became exercisable in 25 percent increments beginning one year from the September 25, 2012 date of grant and on each of the next three grant date anniversaries. The SARS became fully exercisable on September 25, 2016.

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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