EOG RESOURCES INC

Form 4 April 04, 2014

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DRIGGERS TIMOTHY K			2. Issuer Name and Ticker or Trading Symbol EOG RESOURCES INC [EOG]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
1111 BAGBY, SKY LOBBY 2		BY 2	04/03/2014	X Officer (give title Other (specify below)		
				VP & Chief Financial Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
HOUSTON, T	TX 77002			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit boor Dispos (Instr. 3,	ed of (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)
Common Stock	04/03/2014		M	12,750	A		142,012 (1)	D	
Common Stock	04/03/2014		D	5,634	D	\$ 100.5	136,378	D	
Common Stock	04/03/2014		F	2,985	D	\$ 100.5	133,393	D	
Common Stock	04/03/2014		S	30	D	\$ 100.48	133,363	D	
Common Stock	04/03/2014		S	800	D	\$ 100.486	132,563	D	

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Common Stock	04/03/2014	S	100	D	\$ 100.492	132,463	D
Common Stock	04/03/2014	S	3,101	D	\$ 100.494	129,362	D
Common Stock	04/03/2014	S	100	D	\$ 100.5	129,262	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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Appreciation Rights (2)	\$ 44.405	04/03/2014		M	12,750	09/17/2009(3)	09/17/2015	Common Stock	12

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DRIGGERS TIMOTHY K 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002			VP & Chief Financial Officer					

Signatures

Vicky Strom, attorney-in-fact for Timothy K.

Driggers

04/04/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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) Reflects the 2-for-1 stock split (in the form of a stock dividend) of the Issuer's Common Stock, effective March 31, 2014.
- (2) The exercise price of, and securities underlying, this grant have been adjusted in connection with the 2-for-1 stock split (in the form of a stock dividend) of the Issuer's Common Stock, effective March 31, 2014.
- (3) The SARs became exercisable in 25 percent increments beginning one year from the September 17, 2008 date of grant and on each of the next three grant date anniversaries. The SARS became fully exercisable on September 17, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.