

Rhoades Alan  
Form 3  
July 02, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Rhoades Alan		(Month/Day/Year)	DENBURY RESOURCES INC [DNR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		06/30/2009		
5100 TENNYSON PARKWAY,Â SUITE 1200			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
PLANO,Â TXÂ 75024			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Vice President Accounting	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	14,117	D	Â

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

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option	01/02/2008	01/02/2014	Common Stock	12,616	\$ 3.4125	D	Â
Stock Option	01/03/2009	01/03/2015	Common Stock	25,200	\$ 6.9275	D	Â
SAR (Payable in Stock)	01/03/2010	01/03/2016	Common Stock	5,344	\$ 12.19	D	Â
SAR (Payable in Stock)	01/02/2010 <sup>(2)</sup>	01/02/2016	Common Stock	8,749	\$ 12.97	D	Â
SAR (Payable in Stock)	01/02/2011	01/02/2017	Common Stock	4,626	\$ 13.895	D	Â
SAR (Payable in Stock)	01/02/2012	01/02/2018	Common Stock	3,693	\$ 31.75	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rhoades Alan 5100 TENNYSON PARKWAY SUITE 1200 PLANO, TX 75024	Â	Â	Â Vice President Accounting	Â

## Signatures

Alan Rhoades                      07/02/2009  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).  
 Included in this amount are 1,336 restricted shares that vest 100% on January 3, 2010, 1,156 restricted shares that vest 100% on January 2, 2011, 1,629 restricted shares that vest 100% on January 2, 2012, and 7,720 restricted shares that will vest as follow: 25% on January 2, 2010, 50% on January 2, 2012 and 25% on January 2, 2013.  
 (2) 25% are exercisable on January 2, 2010, 50% are exercisable on January 2, 2012, and 25% are exercisable January 2, 2013.

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.