EOG RESOURCES INC

Form 4 June 29, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Expires:

obligations may continue. See Instruction

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 * 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	(Check an applicable)
			(Month/Day/Year)	Director 10% Owner
1111 BAGBY, SKY LOBBY 2			06/26/2015	_X_ Officer (give title Other (specify below)
				President and COO
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line)
HOUSTON,	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 Acqu	ired, 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. Transacti Code (Instr. 8)	4. Securit omr Dispos (Instr. 3,	ed of	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	06/26/2015		M	30,000	A	\$ 44.405	999,026.462	D	
Common Stock	06/26/2015		D	15,091	D	\$ 88.28	983,935.462	D	
Common Stock	06/26/2015		F	6,254	D	\$ 88.28	977,681.462	D	
Common Stock	06/26/2015		S	3,300	D	\$ 88.28	974,381.462	D	
Common Stock	06/26/2015		S	200	D	\$ 88.282	974,181.462	D	

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Common Stock	06/26/2015	S	400	D	\$ 88.283	973,781.462	D	
Common Stock	06/26/2015	S	3,055	D	\$ 88.285	970,726.462	D	
Common Stock	06/26/2015	S	900	D	\$ 88.29	969,826.462	D	
Common Stock	06/26/2015	S	200	D	\$ 88.291	969,626.462	D	
Common Stock	06/26/2015	S	500	D	\$ 88.292	969,126.462	D	
Common Stock	06/26/2015	S	100	D	\$ 88.293	969,026.462	D	
Common Stock	06/26/2015	A	18.236	A	\$ 88.06	969,044.698	D	
Common Stock						11,534.842	I	401(k) Plan

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

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SEC 1474 (9-02)

Stock

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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Appreciation	\$ 44.405	06/26/2015		M	30,000	09/17/2009(1)	09/17/2015	Common	30

Reporting Owners

Rights

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Reporting Owners 2

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THOMAS GARY L 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002

President and COO

Signatures

Vicky Strom, Attorney-In-Fact for Gary L. Thomas

06/29/2015

**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 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.

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