

EOG RESOURCES INC

Form 4

June 26, 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
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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

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

(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)
06/24/2014

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)

Chief Operating 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	06/24/2014		M		25,000	A	\$ 36.915	982,459.516	D
Common Stock	06/24/2014		D		7,980	D	\$ 115.65	974,479.516	D
Common Stock	06/24/2014		F		7,140	D	\$ 115.65	967,339.516	D
Common Stock	06/24/2014		S		7,780	D	\$ 115.672	959,559.516	D
Common Stock	06/24/2014		S		300	D	\$ 115.67	959,259.516	D

Edgar Filing: EOG RESOURCES INC - Form 4

Common Stock	06/24/2014	S	100	D	\$ 115.673	959,159.516	D	
Common Stock	06/24/2014	S	100	D	\$ 115.708	959,059.516	D	
Common Stock	06/24/2014	S	100	D	\$ 115.712	958,959.516	D	
Common Stock	06/24/2014	S	1,400	D	\$ 115.701	957,559.516	D	
Common Stock	06/24/2014	S	100	D	\$ 115.703	957,459.516	D	
Common Stock						11,534	I	401(k) Plan

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

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.

SEC 1474
(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 of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Appreciation Rights ⁽¹⁾	\$ 36.915	06/24/2014		M		25,000		09/20/2008 ⁽²⁾	09/20/2014	Common Stock	25,000

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

06/26/2014

__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 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.
- (2) The SARs granted became exercisable in 25 percent increments beginning one year from the September 20, 2007 date of grant and on each of the next three grant date anniversaries. The SARs granted became fully exercisable on September 20, 2011.

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.