

EOG RESOURCES INC
Form 4
August 20, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DRIGGERS TIMOTHY K

(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)
08/19/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/19/2008		M	A	\$ 32.445	27,097	D
Common Stock	08/19/2008		S	D	\$ 99.2	24,852	D
Common Stock	08/19/2008		S	D	\$ 99.21	24,697	D
Common Stock	08/19/2008		S	D	\$ 99.22	24,497	D
Common Stock	08/19/2008		S	D	\$ 99.23	24,097	D

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Common Stock	08/19/2008	S	300	D	\$ 99.24	23,797	D
Common Stock	08/19/2008	S	800	D	\$ 99.25	22,997	D
Common Stock	08/19/2008	S	500	D	\$ 99.26	22,497	D
Common Stock	08/19/2008	S	100	D	\$ 99.27	22,397	D
Common Stock	08/19/2008	S	200	D	\$ 99.28	22,197	D
Common Stock	08/19/2008	S	600	D	\$ 99.32	21,597	D
Common Stock - Phantom						4,041	D

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Non-Qualified Stock Option (Right to buy)	\$ 32.445	08/19/2008		M	5,500	08/03/2008	09/08/2008	Common Stock	5,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

DRIGGERS TIMOTHY K
1111 BAGBY, SKY LOBBY 2
HOUSTON, TX 77002

VP & Chief Financial Officer

Signatures

TIMOTHY K.
DRIGGERS 08/20/2008

 **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).

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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