

EOG RESOURCES INC
Form 4
December 17, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Donaldson Michael P

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)
1111 BAGBY, SKY LOBBY 2
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2013

____ Director
 Officer (give title below) _____ Other (specify below)
VP, General Counsel & Corp Sec

HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price
Common Stock	12/16/2013		M		2,112	A	\$ 112.42 31,997.19
Common Stock	12/16/2013		D		1,484	D	\$ 160.09 30,513.19
Common Stock	12/16/2013		F		263	D	\$ 160.09 30,250.19
Common Stock	12/16/2013		M		882	A	\$ 92.11 31,132.19
Common Stock	12/16/2013		D		508	D	\$ 160.09 30,624.19

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Common Stock	12/16/2013	F	157	D	\$ 160.09	30,467.19	D
Common Stock	12/16/2013	S	400	D	\$ 160.115	30,067.19	D
Common Stock	12/16/2013	S	182	D	\$ 160.091	29,885.19	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 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 Shares
Stock Appreciation Rights	\$ 112.42	12/16/2013		M	2,112	09/25/2013 ⁽¹⁾ 09/25/2019	Common Stock	2,112	
Stock Appreciation Rights	\$ 92.11	12/16/2013		M	882	09/24/2013 ⁽²⁾ 09/24/2017	Common Stock	882	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donaldson Michael P 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002			VP, General Counsel & Corp Sec	

Signatures

Vicky Strom, attorney-in-fact for Michael P.
Donaldson

12/17/2013

__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 25, 2012 date of grant and on each of the next three grant date anniversaries. The SARs will become fully exercisable on September 25, 2016.
 - (2) The SARs became exercisable in 25 percent increments beginning one year from the September 24, 2010 date of grant and on each of the next three grant date anniversaries. The SARs will become fully exercisable on September 24, 2014.

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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