

Janssen Ann D.
Form 4
May 10, 2018

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 *
Janssen Ann D.

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)
05/09/2018

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

HOUSTON, TX 77002
(City) (State) (Zip)

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

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/09/2018		M		2,125	A	\$ 95.05	56,476	D
Common Stock	05/09/2018		D		1,719	D	\$ 117.55	54,757	D
Common Stock	05/09/2018		F		99	D	\$ 117.55	54,658	D
Common Stock	05/09/2018		S		307	D	\$ 117.52	54,351	D
Common Stock	05/09/2018		M		2,500	A	\$ 56.21	56,851	D

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Common Stock	05/09/2018	D	1,196	D	\$ 117.54	55,655	D
Common Stock	05/09/2018	F	318	D	\$ 117.54	55,337	D
Common Stock	05/09/2018	S	986	D	\$ 117.59	54,351	D
Common Stock	05/09/2018	S	400	D	\$ 117.71	53,951	D
Common Stock	05/09/2018	S	400	D	\$ 118.25	53,551	D
Common Stock	05/09/2018	S	100	D	\$ 118.225	53,451	D
Common Stock	05/09/2018	S	100	D	\$ 118.22	53,351	D
Common Stock	05/09/2018	S	100	D	\$ 118.21	53,251	D
Common Stock	05/09/2018	S	100	D	\$ 118.16	53,151	D
Common Stock	05/09/2018	S	2,323	D	\$ 118.15	50,828	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)
Stock Appreciation Rights	\$ 95.05	05/09/2018		M	2,125	09/29/2017 ⁽¹⁾ 09/29/2023	Common Stock 2,

Stock

Appreciation \$ 56.21 05/09/2018 M 2,500 09/25/2013⁽²⁾ 09/25/2019 Common Stock 2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Janssen Ann D. 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002			SVP & Chief Accounting Officer	

Signatures

Vicky Strom, attorney-in-fact for Ann D.
Janssen 05/10/2018

__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 become exercisable in 25 percent increments beginning one year from the September 29, 2016 date of grant and on each of the next three grant date anniversaries. The SARs will become fully exercisable on September 29, 2020.
- (2) 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 became fully exercisable on September 25, 2016.

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.