

EOG RESOURCES INC  
Form 4  
October 03, 2016

**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.

(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)  
09/29/2016

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, Accounting

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                    | 09/29/2016                           |  | A                              | 2,400   | A \$ 0  | 56,473   | D                                 |
| Common Stock                    | 09/30/2016                           |  | M                              | 3,500   | A \$ 46.055   | 59,973   | D                                 |
| Common Stock                    | 09/30/2016                           |  | D                              | 1,667   | D \$ 96.72  | 58,306   | D                                 |
| Common Stock                    | 09/30/2016                           |  | F                              | 769   | D \$ 96.72  | 57,537   | D                                 |
| Common Stock                    | 09/30/2016                           |  | S                              | 100   | D \$ 96.73  | 57,437   | D                                 |

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|              |            |   |     |   |           |        |   |
|--------------|------------|---|-----|---|-----------|--------|---|
| Common Stock | 09/30/2016 | S | 800 | D | \$ 96.732 | 56,637 | D |
| Common Stock | 09/30/2016 | S | 164 | D | \$ 96.74  | 56,473 | 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 Underlying Security (Instr. 3 and 4) |              |     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-----|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date                                   | Title        |     |
|  |  |                                      |  |                                |   | Code   | V   | (A)          | (D) |
| Stock Appreciation Rights                  | \$ 95.05   | 09/29/2016                           |  | A                              | 8,500   | 09/29/2017 <sup>(1)</sup>                                | 09/29/2023  | Common Stock |     |
| Stock Appreciation Rights                  | \$ 46.055  | 09/30/2016                           |  | M                              | 3,500   | 09/24/2012 <sup>(2)</sup>                                | 09/24/2017  | Common Stock |     |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| Janssen Ann D.<br>1111 BAGBY, SKY LOBBY 2<br>HOUSTON, TX 77002 |               |           | VP, Accounting |       |

## Signatures

Vicky Strom, attorney-in-fact for Ann D. Janssen  
10/03/2016

\_\_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 granted will 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 granted become fully exercisable on September 29, 2020.
- (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 became 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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