THOMAS GARY L Form 4 March 29, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction See Instruction 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

1(b).
(Print or Type Responses)

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

2. Issuer Name **and** Ticker or Trading Symbol

EOG RESOURCES INC [EOG]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

03/25/2011

_____ Director _____ 10% Owner

__X_ Officer (give title ____ Other (specify below)
Sr. Executive VP - Operations

1111 BAGBY, SKY LOBBY 2

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

HOUSTON, TX 77002

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative S	Securi	ties Acqui	red, 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. Transactic Code (Instr. 8)	4. Securitie for Disposed (Instr. 3, 4 a	d of (È))	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)
Common Stock	03/25/2011		A	10.234	A	\$ 117.54	396,438.454	D	
Common Stock	03/28/2011		M	100,000	A	\$ 118.44	496,438.454	D	
Common Stock (1)	03/28/2011		F	45,935	D	\$ 118.44	450,503.454	D	
Common Stock							5,767	I	401(k) Plan

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

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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 or 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Employee Non-qualified Stock Options (Right to Buy)	\$ 17.675	03/28/2011		M	100,000	07/31/2001	07/31/2011	Common Stock	10

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

THOMAS GARY L 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002

Sr. Executive VP - Operations

Signatures

Vicky Strom, Attorney-In-Fact for Gary L.
Thomas

03/29/2011

Date

**Signature of Reporting Person

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) Represents shares of Common Stock transferred to the Issuer in payment of (1) the exercise price of the employee non-qualified stock options referenced in Table II and (2) the Reporting Person's tax obligations arising from such exercise.

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.

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