EOG RESOURCES INC

Form 4 July 07, 2014

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 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

2. Issuer Name and Ticker or Trading

EOG RESOURCES INC [EOG]

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * CRISP CHARLES R

(Last) (First)

1111 BAGBY, SKY LOBBY 2

(Street)

(Middle)

Filed(Month/Day/Year)

3. Date of Earliest Transaction

(Month/Day/Year)

Symbol

07/02/2014 4. If Amendment, Date Original

below)

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Person

Issuer

_X__ Director

Officer (give title

HOUSTON, TX 77002

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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)		sed of 4 and (A) or	` ′	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	07/02/2014		M M	6,000	(D)	\$ 68	46,175.091	D	
Common Stock	07/02/2014		D	3,502	D	\$ 116.52	42,673.091	D	
Common Stock	07/02/2014		S	1,600	D	\$ 116.524	41,073.091	D	
Common Stock	07/02/2014		S	200	D	\$ 116.522	40,873.091	D	
Common Stock	07/02/2014		S	15	D	\$ 116.52	40,858.091	D	
	07/02/2014		S	200	D		40,658.091	D	

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Common \$ Stock 116.511

Common Stock 07/02/2014 S 483 D \$\frac{\\$}{116.501}\$ 40,175.091 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. Transactic Code (Instr. 8)	5. Number proof 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 Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A on N of Sl
Non-employee Director Stock Appreciation		07/02/2014		M	6,000	05/12/2009(2)	05/12/2015	Common Stock	(

Reporting Owners

Right (1)

Reporting Owner Name / Address	Relationships						
rr a g a m	Director	10% Owner	Officer	Other			
CRISP CHARLES R 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002	X						
Signatures							

Vicky Strom, attorney-in-fact for Charles R. Crisp 07/07/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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 exercise price of, and securities underlying, this grant have been adjusted in connection with the 2-for-1 stock split (in the form of a stock dividend) of the Issuer's Common Stock, effective March 31, 2014.
- (2) The stock appreciation rights became exercisable in 50% increments beginning one year from the May 12, 2008 date of grant and on the next grant date anniversary. The stock appreciation rights became fully exercisable on May 12, 2010.

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.