

EOG RESOURCES INC
Form 5/A
March 10, 2003

FORM 5

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0362
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See Instruction 1(b).

Form 3 Holdings Reported

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

Form 4 Transactions Reported

| | | | | | | | | |
|--|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Thomas Gary L. (Last) (First) (Middle) 333 Clay, Ste. 4200 (Street) Houston, TX 77002 | | | 2. Issuer Name and Ticker or Trading Symbol EOG Resources, Inc. (EOG) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President Operations | | |
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Year 12/31/02 | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| 5. If Amendment, Date of Original (Month/Year) 02/11/2003 | | | | | | | | |

| 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 & 5) | | | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|--|--------------------------------------|--|--------------------------------|---|------------|---------|--|--|---|
| | | | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | | | 3/7/00 | | M ⁽²⁾ | 5,000 | A | \$18.69 | | | |
| Common Stock | | | 3/10/00 | | M ⁽²⁾ | 5,000 | A | \$18.56 | | | |
| Common Stock | | | 6/28/02 | | A | 328 | A | \$32.38 | | | |
| Common Stock | | | 12/31/02 | | A | 323 | A | \$32.90 | 84,071 | D | |
| Common Stock - Phantom | | | 2/12/02 | | A | 3,473 | A | \$32.40 | 10,470 | D | |
| Common Stock | | | | | | | | | 2,354 | I | 401(k) Plan |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 5 (continued) 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 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Name of Indirect Beneficial Owner (Instr. 4) |
|---|--|---|---|-----------------------------------|---|-----|---|-----------------|--|----------------------------|---|--|---|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Non-Qualified Stock Options (right to buy) | \$33.66 | 8/7/02 | | A | 60,000 | | 8/7/02 ⁽¹⁾ | 8/7/12 | Common Stock | 60,000 | | 60,000 | D | |
| Employee Non-Qualified Stock Options (right to buy) | \$10.75 | 3/7/00 | | M ⁽³⁾ | 5,000 | | 3/13/1994 | 3/13/00 | Common Stock | 5,000 | | 5,000 | D | |
| Employee Non-Qualified Stock Options (right to buy) | \$10.75 | 3/10/00 | | M ⁽³⁾ | 5,000 | | 3/13/1994 | 3/13/00 | Common Stock | 5,000 | | 0 | D | |

Explanation of Responses:

- (1) The option becomes exercisable in 20 percent increments beginning on grant date and on each of the next four anniversaries.
- (2) Amending to correct Transaction Code from A to M.
- (3) Amending to add exercise on Table II consistent with exercise on Table I.

By: /s/ **GARY L. THOMAS**

Gary L. Thomas

**Signature of Reporting Person

03/10/2003

Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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