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EOG RESOURCES INC
Form 8-A12B/A
March 02, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A/A
AMENDMENT NO. 5

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
Pursuant to Section 12(b) or (g)
of the Securities Exchange Act of 1934

EOG RESOURCES, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware 47-0684736
(State or Other Jurisdiction (IRS Employer
of Incorporation or Identification Number)
Organization)

333 Clay Street
Suite 4200
Houston, Texas 77002-4103
(Address of Principal Executive (Zip Code)
Offices)

If this form relates to the
registration of a class of
securities pursuant to
Section 12(b) of the Exchange
Act and is effective pursuant
General instruction A.(c),
please check the following box.

If this form relates to the
registration of a class of
securities pursuant to Section
12(g) of the Exchange Act and
is effective pursuant to
General Instruction A.(d),
please check the following box.

Securities Act registration statement file number to which this
form relates:
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
Preferred Share Purchase Rights	New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Each Class)

The undersigned registrant hereby amends its
registration statement on Form 8-A filed with the Securities and
Exchange Commission on February 18, 2000, as follows:

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Item 1. Amended and Restated Description of Securities to be Registered.

On February 24, 2005, EOG Resources, Inc., a Delaware corporation (the "Company"), entered into an amendment (the "Amendment") to its Rights Agreement, dated as of February 14, 2000, as amended, between the Company and EquiServe Trust Company, N.A. (as Rights Agent) (the "Rights Agreement") to modify the definition of "Qualified Institutional Investor." Under the terms of the Amendment, a Qualified Institutional Investor is an institution that meets the following requirements: (1) such institutional investor is described in Rule 13d-1(b)(1) promulgated under the Securities Exchange Act of 1934 and is eligible to report (and, if such institutional investor beneficially owns greater than 5% of the Company's common stock, par value \$.01 per share (the "Company Common Stock"), then outstanding, does in fact report) beneficial ownership of Company Common Stock on Schedule 13G; (2) such institutional investor is not required to file a Schedule 13D (or any successor or comparable report) with respect to its beneficial ownership of the Company Common Stock; (3) such institutional investor shall "Beneficially Own" less than 15% of the Company Common Stock then outstanding (including in such calculation the holdings of all of such institutional investor's affiliates and associates other than those which, under published interpretations of the SEC or its Staff, are eligible to file separate reports on Schedule 13G with respect to their beneficial ownership of the Company Common Stock); and (4) such institutional investor shall Beneficially Own less than 20% of the Company Common Stock then outstanding (including in such calculation the holdings of all of the institutional investor's affiliates and associates). Under the terms of the Rights Agreement, a "Person" (other than the Company, any subsidiary of the Company, any employee benefit plan of the Company or any subsidiary of the Company, or any entity holding Company Common Stock for or pursuant to the terms of any such plan) who does not meet the aforementioned exception is deemed an "Acquiring Person" if such Person is the Beneficial Owner of 10% or more of the Company Common Stock.

The foregoing description is qualified in its entirety by reference to the Rights Agreement and the Amendment which are incorporated herein by reference.

Item 2. Exhibits.

1. Rights Agreement, dated as of February 14, 2000, between EOG Resources, Inc. and First Chicago Trust Company of New York, as rights agent (incorporated herein by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A, filed February 18, 2000).
2. Amendment, dated as of December 13, 2001, to the Rights Agreement, dated as of February 14, 2000, between EOG Resources, Inc. and First Chicago Trust Company of New York, as rights agent (incorporated herein by reference to Exhibit 2 to Amendment No. 1 to the Company's Registration Statement on Form 8-A/A, filed December 14, 2001).
3. Letter, dated December 13, 2001, from First Chicago Trust Company of New York to EOG Resources, Inc.

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resigning as rights agent effective January 12, 2002 (incorporated herein by reference to Exhibit 3 to Amendment No. 2 to the Company's Registration Statement on Form 8-A/A, filed February 7, 2002).

4. Amendment, dated as of December 20, 2001, to the Rights Agreement, dated as of February 14, 2000, between EOG Resources, Inc. and First Chicago Trust Company of New York, as rights agent (incorporated herein by reference to Exhibit 4 to Amendment No. 2 to the Company's Registration Statement on Form 8-A/A, filed February 7, 2002).
5. Letter, dated December 20, 2001, from EOG Resources, Inc. to EquiServe Trust Company, N.A. appointing EquiServe Trust Company, N.A. as successor rights agent (incorporated herein by reference to Exhibit 5 to Amendment No. 2 to the Company's Registration Statement on Form 8-A/A, filed February 7, 2002).
6. Amendment, dated as of April 11, 2002, to the Rights Agreement, dated as of February 14, 2000, as amended, between EOG Resources, Inc. and EquiServe Trust Company of New York, as rights agent (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed April 12, 2002).
7. Amendment, dated as of December 10, 2002, to the Rights Agreement, dated as of February 14, 2000, as amended, between EOG Resources, Inc. and EquiServe Trust Company, N.A., as rights agent (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed December 11, 2002).
8. Amendment, dated as of February 24, 2005, to the Rights Agreement, dated as of February 14, 2000, as amended, between EOG Resources, Inc. and EquiServe Trust Company, N.A., as rights agent (incorporated herein by reference to Exhibit 4.12 to the Company's Annual Report on Form 10-K filed February 25, 2005).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

EOG RESOURCES, INC.

Dated: March 2, 2005 By: /s/ HELEN LIM
Name: Helen Lim
Title: Treasurer

EXHIBIT INDEX

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3. Letter, dated December 13, 2001, from First Chicago Trust Company of New York to EOG Resources, Inc. resigning as rights agent effective January 12, 2002 (incorporated herein by reference to Exhibit 3 to Amendment No. 2 to the Company's Registration Statement on Form 8-A/A, filed February 7, 2002).
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