

EOG RESOURCES INC  
Form 4  
June 29, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
THOMAS GARY L

(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)  
06/26/2015

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)  
President and COO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/26/2015		M		30,000 A \$ 44.405	D	999,026.462
Common Stock	06/26/2015		D		15,091 D \$ 88.28	D	983,935.462
Common Stock	06/26/2015		F		6,254 D \$ 88.28	D	977,681.462
Common Stock	06/26/2015		S		3,300 D \$ 88.28	D	974,381.462
Common Stock	06/26/2015		S		200 D \$ 88.282	D	974,181.462

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Common Stock	06/26/2015	S	400	D	\$ 88.283	973,781.462	D	
Common Stock	06/26/2015	S	3,055	D	\$ 88.285	970,726.462	D	
Common Stock	06/26/2015	S	900	D	\$ 88.29	969,826.462	D	
Common Stock	06/26/2015	S	200	D	\$ 88.291	969,626.462	D	
Common Stock	06/26/2015	S	500	D	\$ 88.292	969,126.462	D	
Common Stock	06/26/2015	S	100	D	\$ 88.293	969,026.462	D	
Common Stock	06/26/2015	A	18.236	A	\$ 88.06	969,044.698	D	
Common Stock						11,534.842	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 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 Amount of Underlying Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 44.405	06/26/2015		M	30,000	09/17/2009 <sup>(1)</sup> - 09/17/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

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

President and COO

## Signatures

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

06/29/2015

\_\_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 became exercisable in 25 percent increments beginning one year from the September 17, 2008 date of grant and on each of the next three grant date anniversaries. The SARs became fully exercisable on September 17, 2012.

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.