

Janssen Ann D.
Form 4
May 30, 2012

FORM 4

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

OMB APPROVAL

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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 *
Janssen Ann D.

2. Issuer Name and Ticker or Trading Symbol
EOG RESOURCES INC [EOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1111 BAGBY, SKY LOBBY 2

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Accounting

HOUSTON, TX 77002

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

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

(City) (State) (Zip)

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	05/29/2012		M		500	A	\$ 17.54 22,810
Common Stock	05/29/2012		M		8,000	A	\$ 62.98 30,810
Common Stock	05/29/2012		S		300	D	\$ 105.02 30,510
Common Stock	05/29/2012		S		100	D	\$ 105.01 30,410
Common Stock	05/29/2012		S		8,100	D	\$ 105 22,310

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The options became exercisable in 20 percent increments beginning on the date of grant and on each of the next four grant date anniversaries.

- (2) The options became exercisable in 25 percent increments beginning one year from the date of grant and on each of the next three grant date anniversaries.

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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