

EOG RESOURCES INC

Form 4

September 23, 2016

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DRIGGERS TIMOTHY K

(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)
09/21/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	09/21/2016		M	25,290 A	\$ 41.715 184,402	D	
Common Stock	09/21/2016		D	11,290 D	\$ 93.45 173,112	D	
Common Stock	09/21/2016		F	5,237 D	\$ 93.45 167,875	D	
Common Stock	09/21/2016		S	1,931 D	\$ 93.42 165,944	D	
Common Stock	09/21/2016		S	2,566 D	\$ 93.43 163,378	D	

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Common Stock	09/21/2016	S	1,745	D	\$ 93.44	161,633	D
Common Stock	09/21/2016	S	1,421	D	\$ 93.45	160,212	D
Common Stock	09/21/2016	S	100	D	\$ 93.455	160,112	D
Common Stock	09/21/2016	S	800	D	\$ 93.46	159,312	D
Common Stock	09/21/2016	S	100	D	\$ 93.4663	159,212	D
Common Stock	09/21/2016	S	100	D	\$ 93.469	159,112	D
Common Stock	09/21/2016	F ⁽¹⁾	8,488	D	\$ 93.52	150,624	D

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

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(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	\$ 41.715	09/21/2016		M	25,290	09/21/2012 ⁽²⁾ 09/21/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
DRIGGERS TIMOTHY K 1111 BAGBY, SKY LOBBY 2			EVP & Chief Financial Officer

HOUSTON, TX 77002

Signatures

Vicky Strom, attorney-in-fact for Timothy K.
Driggers

09/22/2016

__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) Relates to the vesting of 20,232 restricted shares on September 21, 2016.

(2) The SARs became exercisable in 25 percent increments beginning one year from the September 21, 2011 date of grant and on each of the next three grant date anniversaries. The SARs became fully exercisable on September 21, 2015.

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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