

EOG RESOURCES INC  
Form FWP  
September 25, 2008

**Filed Pursuant to Rule 433  
Registration No. 333-153665**

**Free Writing Prospectus Dated September 25, 2008**

**EOG Resources, Inc.**

**Pricing Term Sheet**

**Relating to Preliminary Prospectus Supplement dated September 25, 2008**

**6.125% Senior Notes due 2013**

|                         |   |
|-------------------------|---|
| Issuer:                 | EOG Resources, Inc.   |
| Size:                   | \$400,000,000   |
| Maturity:               | October 1, 2013   |
| Coupon:                 | 6.125%  |
| Treasury benchmark:     | 3.125% Notes due 08/31/2013   |
| Treasury spot:          | 3.034%  |
| Re-offer spread:        | 310 bps   |
| Price:                  | 99.961% of face amount  |
| Yield to maturity:      | 6.134%  |
| Interest Payment Dates: | April 1st and October 1st, commencing April 1, 2009   |
| Redemption Provisions:  |   |
| Make-whole call         | At any time at the greater of (i) 100% or (ii) a discount rate of Treasury plus 50 basis points |
| Settlement:             | T+3; September 30, 2008   |
| CUSIP:                  | 26875P AB7  |
| Ratings*:               | Moody s: A3 (stable outlook)<br>S&P: A- (stable outlook)  |
| Bookrunners:            | J.P. Morgan Securities Inc.<br>Banc of America Securities LLC<br>Citigroup Global Markets Inc.  |
| Co-Managers:            | Deutsche Bank Securities Inc.<br>Lazard Capital Markets LLC<br>UBS Securities LLC               |

**6.875% Senior Notes due 2018**

|                         |   |
|-------------------------|---|
| Issuer:                 | EOG Resources, Inc.                                 |
| Size:                   | \$350,000,000                                       |
| Maturity:               | October 1, 2018                                     |
| Coupon:                 | 6.875%  |
| Treasury benchmark:     | 4.000% Notes due 08/15/2018                         |
| Treasury spot:          | 3.850%  |
| Re-offer spread:        | 310 bps   |
| Price:                  | 99.465% of face amount                              |
| Yield to maturity:      | 6.950%  |
| Interest Payment Dates: | April 1st and October 1st, commencing April 1, 2009 |

|                        |   |
|------------------------|---|
| Redemption Provisions: |   |
| Make-whole call        | At any time at the greater of (i) 100% or (ii) a discount rate of Treasury plus 50 basis points |
| Settlement:            | T+3; September 30, 2008   |
| CUSIP:                 | 26875P AC5  |
| Ratings*:              | Moody s: A3 (stable outlook)<br>S&P: A- (stable outlook)  |
| Bookrunners:           | J.P. Morgan Securities Inc.<br>Banc of America Securities LLC<br>Citigroup Global Markets Inc.  |
| Co-Managers:           | Deutsche Bank Securities Inc.<br>Lazard Capital Markets LLC<br>UBS Securities LLC               |

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**This Pricing Term Sheet is qualified in its entirety by reference to the Preliminary Prospectus Supplement referenced above. The information in this Pricing Term Sheet supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information set forth in the Preliminary Prospectus Supplement.**

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities Inc. collect at 1-212-834-4533, Banc of America Securities LLC toll free at 1-800-294-1322 or Citigroup Global Markets Inc. toll-free at 1-877-858-5407.