EOG RESOURCES INC

Form 4 May 15, 2014

FORM 4

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Helms Lloyd W Jr Issuer Symbol EOG RESOURCES INC [EOG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title 1111 BAGBY, SKY LOBBY 2 05/14/2014 below) EVP, Exploration & Production (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77002 Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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) ctioner Disposed of (D) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/14/2014		M	4,750	A	\$ 44.405	68,453.158	D	
Common Stock	05/14/2014		S	154	D	\$ 104.008	68,299.158	D	
Common Stock	05/14/2014		S	100	D	\$ 104.001	68,199.158	D	
Common Stock	05/14/2014		S	100	D	\$ 103.991	68,099.158	D	
Common Stock	05/14/2014		S	616	D	\$ 103.99	67,483.158	D	

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Common Stock	05/14/2014	S	100	D	\$ 103.983	67,383.158	D
Common Stock	05/14/2014	S	416	D	\$ 103.98	66,967.158	D
Common Stock	05/14/2014	S	2,428	D	\$ 103.972	64,539.158	D
Common Stock	05/14/2014	S	786	D	\$ 103.97	63,753.158	D
Common Stock	05/14/2014	S	50	D	\$ 103.96	63,703.158	D
Common Stock	05/14/2014	S	300	D	\$ 104.144	63,403.158	D
Common Stock	05/14/2014	S	300	D	\$ 104.141	63,103.158	D
Common Stock	05/14/2014	S	1,000	D	\$ 104.131	62,103.158	D
Common Stock	05/14/2014	S	101	D	\$ 104.13	62,002.158	D
Common Stock	05/14/2014	S	200	D	\$ 104.122	61,802.158	D
Common Stock	05/14/2014	S	120	D	\$ 104.12	61,682.158	D
Common Stock	05/14/2014	S	2,913	D	\$ 104.111	58,769.158	D
Common Stock	05/14/2014	S	440	D	\$ 104.11	58,329.158	D

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		
	Derivative				(A) or		
	Security				Disposed of		
					(D)		
					(Instr. 3, 4,		
					and 5)		

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			Code V (A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh
Employee Non-qualified Stock Options (Right to Buy)	\$ 44.405	05/14/2014	M	4,750	09/17/2011 <u>(2)</u>	09/17/2015	Common Stock	4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Helms Lloyd W Jr 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002

EVP, Exploration & Production

Signatures

Vicky Strom, attorney-in-fact for Lloyd W. Helms, Jr.

05/15/2014

**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 exercise price of, and securities underlying, this grant have been adjusted in connection with the 2-for-1 stock split (in the form of a stock dividend) of the Issuer's Common Stock, effective March 31, 2014.
- (2) The options granted 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 options reported 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.

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