

EOG RESOURCES INC
Form 4
May 15, 2014

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 *
Helms Lloyd W Jr

(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)
05/14/2014

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)
EVP, Exploration & Production

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	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)
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					Date Exercisable	Expiration Date	Title
Employee							
Non-qualified							
Stock Options	\$ 44.405	05/14/2014					
(Right to Buy)			M	4,750	09/17/2011 ⁽²⁾	09/17/2015	Common Stock
(1)							

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.