

TEXTOR DONALD F
Form 4
December 19, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TEXTOR DONALD F

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)
381 LATTINGTOWN ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2005

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

LOCUST VALLEY, NY 11560
(City) (State) (Zip)

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

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	12/16/2005		M		4,000	A	\$ 22.835
Common Stock	12/16/2005		M		14,000	A	\$ 22
Common Stock	12/16/2005		M		14,000	A	\$ 21.19
Common Stock	12/16/2005		M		8,000	A	\$ 18.67
Common Stock	12/16/2005		S		40,000	D	\$ 78.9275
							<u>(1)</u>

Common Stock - Phantom 11,101.6 D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of S
Nonemployee Director Stock Option (right to buy)	\$ 22.835	12/16/2005		M	4,000	03/19/2002 03/19/2011	Common Stock 4,000
Nonemployee Director Stock Option (right to buy)	\$ 22	12/16/2005		M	14,000	05/08/2002 05/08/2011	Common Stock 14,000
Nonemployee Director Stock Option (right to buy)	\$ 21.19	12/16/2005		M	14,000	05/07/2003 05/07/2012	Common Stock 14,000
Nonemployee Director Stock Option (right to buy)	\$ 18.67	12/16/2005		M	8,000	05/06/2004 05/06/2013	Common Stock 8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEXTOR DONALD F 381 LATTINGTOWN ROAD	X			

LOCUST VALLEY, NY 11560

Signatures

DONALD F.
TEXTOR

12/19/2005

 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) Average price. Sale prices ranged from \$78.06 to \$79.55.

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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