

THOMAS GARY L
Form 4
June 11, 2010

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 *
THOMAS GARY L

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)

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

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

PO BOX 4362

06/10/2010

Sr. Executive VP - Operations

(Street)

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

HOUSTON, TX 77002

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 06/10/2010 | | M | | 16,000 A \$ 16.4063 | 239,767 | D |
| Common Stock | 06/10/2010 | | S | | 1,700 D \$ 108.711 | 238,067 | D |
| Common Stock | 06/10/2010 | | S | | 200 D \$ 108.71 | 237,867 | D |
| Common Stock | 06/10/2010 | | S | | 200 D \$ 108.7004 | 237,667 | D |
| Common Stock | 06/10/2010 | | S | | 400 D \$ 108.7 | 237,267 | D |

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| | | | | | | | | | |
|------------------------|------------|--|---|-------|---|-------------|-------------|---|-------------|
| Common Stock | 06/10/2010 | | S | 100 | D | \$ 108.691 | 237,167 | D | |
| Common Stock | 06/10/2010 | | S | 100 | D | \$ 108.6905 | 237,067 | D | |
| Common Stock | 06/10/2010 | | S | 100 | D | \$ 108.6901 | 236,967 | D | |
| Common Stock | 06/10/2010 | | S | 400 | D | \$ 108.69 | 236,567 | D | |
| Common Stock | 06/10/2010 | | S | 939 | D | \$ 108.68 | 235,628 | D | |
| Common Stock | 06/10/2010 | | S | 900 | D | \$ 108.67 | 234,728 | D | |
| Common Stock | 06/10/2010 | | S | 100 | D | \$ 108.6613 | 234,628 | D | |
| Common Stock | 06/10/2010 | | S | 2,800 | D | \$ 108.661 | 231,828 | D | |
| Common Stock | 06/10/2010 | | S | 1,600 | D | \$ 108.66 | 230,228 | D | |
| Common Stock | 06/10/2010 | | S | 2,400 | D | \$ 108.651 | 227,828 | D | |
| Common Stock | 06/10/2010 | | S | 4,061 | D | \$ 108.65 | 223,767 | D | |
| Common Stock - Phantom | | | | | | | 139,642.888 | D | |
| Common Stock | | | | | | | 5,767 | I | 401(k) Plan |

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 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 | Expiration | Title | Am or Num of S |
|--|------------|---|-----|------------|-------------|------------|-----------------|-------------------------|
| | | | | | Exercisable | Date | | |
| Employee Non-qualified Stock Options (Right to Buy) | | | | | 08/08/2000 | 08/08/2010 | Common Stock | 16, |
| | \$ 16.4063 | | | 06/10/2010 | | | | |
| | | M | | 16,000 | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMAS GARY L PO BOX 4362 HOUSTON, TX 77002 | | | Sr. Executive VP - Operations | |

Signatures

| | |
|---|------------|
| Vicky Strom, Attorney-In-Fact for Gary L. Thomas | 06/11/2010 |
| **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).

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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