

SEGNER EDMUND P III
Form 4
August 09, 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 *
SEGNER EDMUND P III

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)
333 CLAY STREET STE. 4200

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2005

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

(Street)
HOUSTON, TX 77002

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

(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	Price		
Common Stock	08/08/2005		S	30,000	D	\$ 62.3218	257,280	D
						(1)		
Common Stock	08/08/2005		M	30,000	A	\$ 17.675	287,280	D
Common Stock	08/08/2005		M	24,000	A	\$ 16.83	311,280	D
Common Stock	08/08/2005		M	20,000	A	\$ 19.5	331,280	D
Common Stock	08/08/2005		M	22,500	A	\$ 32.445	353,780	D

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Common Stock	08/08/2005	F	59,368	D	\$ 62.1	294,412	D	
Common Stock - Phantom						48,031	D	
Common Stock						1,591	I	401(k) Plan

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

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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)
					V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Non-Qualified Stock Option (right to buy)	\$ 17.675	08/08/2005		M	30,000	07/31/2001	07/31/2011	Common Stock
Employee Non-Qualified Stock Option (right to buy)	\$ 16.83	08/08/2005		M	24,000	08/07/2002	08/07/2012	Common Stock
Employee Non-Qualified Stock Option (right to buy)	\$ 19.5	08/08/2005		M	20,000	08/06/2003	08/06/2013	Common Stock
Employee Non-Qualified Stock Option (right to buy)	\$ 32.445	08/08/2005		M	22,500	08/03/2004	08/03/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEGNER EDMUND P III 333 CLAY STREET STE. 4200 HOUSTON, TX 77002	X		President & COS	

Signatures

EDMUND P.
SEGNER, III

08/09/2005

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 \$62.19 to \$62.52.

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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