

EOG RESOURCES INC
Form 4
June 04, 2008

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 *
CRISP CHARLES R

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)
P.O. BOX 4362
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2008

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

HOUSTON, TX 77210-4362

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)
Common Stock	06/02/2008		M	V Amount (A) or (D) Price	14,000 A \$ 27.01 21,000	D	
Common Stock	06/02/2008		S	4,455 D \$ 128.99	16,545	D	
Common Stock	06/02/2008		S	4,500 D \$ 129	12,045	D	
Common Stock	06/02/2008		S	600 D \$ 129.01	11,445	D	
Common Stock	06/02/2008		S	300 D \$ 129.05	11,145	D	
	06/02/2008		S	500 D	10,645	D	

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Common Stock					\$				129.06
Common Stock	06/02/2008		S	100	D	\$	10,545		129.07
Common Stock	06/02/2008		S	400	D	\$	10,145		129.08
Common Stock	06/02/2008		S	1,100	D	\$	9,045		129.09
Common Stock	06/02/2008		S	400	D	\$	8,645		129.13
Common Stock	06/02/2008		S	400	D	\$	8,245		129.14
Common Stock	06/02/2008		S	1,200	D	\$	7,045		129.21
Common Stock	06/02/2008		S	45	D	\$	7,000		129.25
Common Stock - Phantom									3,088.385

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
Non-Employee Director Stock Option (right to buy)	\$ 27.01	06/02/2008		M	14,000	05/04/2006	05/04/2014	Common Stock	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRISP CHARLES R P.O. BOX 4362 HOUSTON, TX 77210-4362		X		

Signatures

CHARLES R. CRISP	06/04/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

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. 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.