

EOG RESOURCES INC
 Form 4
 February 16, 2017

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 *
 Donaldson Michael P

(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)
 02/14/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 EVP, Gen. Counsel & Corp Sec

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	02/14/2017		A		14,212 (1) \$ 0	83,048.278	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)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
Donaldson Michael P 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002			EVP, Gen. Counsel & Corp Sec		

Signatures

Vicky Strom, attorney-in-fact for Michael P. Donaldson
 Signature: _____ Date: 02/16/2017

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).
- Effective September 23, 2013, the Reporting Person received an award of 7,106 Performance Units (as adjusted to reflect the Issuer's two-for-one stock split (in the form of a stock dividend) which was effective March 31, 2014). The performance metric applicable to the award was the Total Shareholder Return of the Issuer over a three-year performance period (January 2014 through December 2016) relative to the Total Shareholder Return of each of the Issuer's Peer Companies. Pursuant to the terms of the award agreement, between 0% and 200% of the award could be earned based on the Issuer's TSR Rank. The Issuer's TSR Rank and applicable Performance Multiple (1) (each as certified by the Compensation Committee of the Issuer's Board of Directors, effective February 14, 2017) was 1 and 200%, respectively. Accordingly, an additional 7,106 Performance Units have been credited to the Reporting Person. Subject to the terms of the award agreement, (i) the 14,212 aggregate Performance Units will "cliff" vest on September 23, 2018 and (ii) shares of the Issuer's common stock represented by the Performance Units (on a one-for-one basis) will be distributed to the Reporting Person following such vesting date. Defined terms used herein have the meanings set forth in the form of agreement governing the Performance Units award, which is filed as Exhibit 4.8 to the Issuer's Registration Statement on Form S-8 (SEC File No. 333-188352), filed on May 3, 2013.

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.