

DRIGGERS TIMOTHY K

Form 4

December 22, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DRIGGERS TIMOTHY K

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)

1111 BAGBY, SKY LOBBY 2

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2017

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

EVP & Chief Financial Officer

(Street)

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

HOUSTON, TX 77002

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D)	Price
Common Stock	12/21/2017		M		25,290	A	\$ 41.715
					185,157		
Common Stock	12/21/2017		D		10,008	D	\$ 105.42
					175,149		
Common Stock	12/21/2017		F		6,411	D	\$ 105.42
					168,738		
Common Stock	12/21/2017		S		125	D	\$ 105.48
					168,613		
Common Stock	12/21/2017		S		846	D	\$ 105.4761
					167,767		

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Common Stock	12/21/2017	S	200	D	\$ 105.473	167,567	D
Common Stock	12/21/2017	S	100	D	\$ 105.471	167,467	D
Common Stock	12/21/2017	S	200	D	\$ 105.47	167,267	D
Common Stock	12/21/2017	S	100	D	\$ 105.464	167,167	D
Common Stock	12/21/2017	S	200	D	\$ 105.46	166,967	D
Common Stock	12/21/2017	S	600	D	\$ 105.458	166,367	D
Common Stock	12/21/2017	S	100	D	\$ 105.454	166,267	D
Common Stock	12/21/2017	S	100	D	\$ 105.45	166,167	D
Common Stock	12/21/2017	S	6,300	D	\$ 105.444	159,867	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Appreciation Rights	\$ 41.715	12/21/2017		M	25,290	09/21/2014 ⁽¹⁾	09/21/2018	Common Stock	25,290

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRIGGERS TIMOTHY K 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002			EVP & Chief Financial Officer	

Signatures

Vicky Strom, attorney-in-fact for Timothy K. Driggers 12/22/2017

____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) The SARs became exercisable in 25 percent increments beginning one year from the September 21, 2011 date of grant and on each of the next three grant date anniversaries. The SARs became fully exercisable on September 21, 2015.

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.