

EOG RESOURCES INC
Form 4
October 07, 2004

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)
333 CLAY, STE. 4200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/05/2004

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President Opera

HOUSTON, TX 77002

(City) (State) (Zip)

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

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	(D)	Price
Common Stock	10/05/2004		M		20,000	A	\$ 20.5625
Common Stock	10/05/2004		S		20,000	D	\$ 69.1
Common Stock	10/06/2004		M		20,000	A	\$ 14.1875
Common Stock	10/06/2004		S		20,000	D	\$ 70.0354 (1)
Common Stock	10/06/2004		M		10,000	A	\$ 14.1875

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Common Stock	10/06/2004	S	10,000	D	\$ 70.2138 (2)	97,890	D	
Common Stock	10/07/2004	M	5,000	A	\$ 14.1875	102,890	D	
Common Stock	10/07/2004	S	5,000	D	\$ 70.3286 (3)	97,890	D	
Common Stock						3,115	I	401(k) Plan
Common Stock - Phantom						18,227	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)	Am or Num of S	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Non-Qualified Stock Option (right to buy)	\$ 20.5625	10/05/2004		M	20,000	02/11/1999	02/11/2008	Common Stock	20
Employee Non-Qualified Stock Option (right to buy)	\$ 14.1875	10/06/2004		M	20,000	09/08/1998	09/08/2008	Common Stock	20
Employee Non-Qualified Stock Option (right to buy)	\$ 14.1875	10/06/2004		M	10,000	09/08/1998	09/08/2008	Common Stock	10
	\$ 14.1875	10/07/2004		M	5,000	09/08/1998	09/08/2008		5,

Employee
Non-Qualified
Stock Option
(right to buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS GARY L 333 CLAY, STE. 4200 HOUSTON, TX 77002			Executive Vice President Opera	

Signatures

GARY L.
THOMAS
10/07/2004

__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 \$69.85 to \$70.18.
 - (2) Average Price. Sale prices ranged form \$70.18 to \$70.26.
 - (3) Average Price. Sale prices ranged from \$70.32 to \$70.43.

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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