

EOG RESOURCES INC  
Form 4  
September 23, 2016

**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 \*  
**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)  
**09/21/2016**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP & Chief Financial Officer**

(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	(D)	Price
Common Stock	09/21/2016		M		25,290	A	\$ 41.715
Common Stock	09/21/2016		D		11,290	D	\$ 93.45
Common Stock	09/21/2016		F		5,237	D	\$ 93.45
Common Stock	09/21/2016		S		1,931	D	\$ 93.42
Common Stock	09/21/2016		S		2,566	D	\$ 93.43
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Common Stock	09/21/2016	S	1,745	D	\$ 93.44	161,633	D
Common Stock	09/21/2016	S	1,421	D	\$ 93.45	160,212	D
Common Stock	09/21/2016	S	100	D	\$ 93.455	160,112	D
Common Stock	09/21/2016	S	800	D	\$ 93.46	159,312	D
Common Stock	09/21/2016	S	100	D	\$ 93.4663	159,212	D
Common Stock	09/21/2016	S	100	D	\$ 93.469	159,112	D
Common Stock	09/21/2016	F <sup>(1)</sup>	8,488	D	\$ 93.52	150,624	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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
Stock Appreciation Rights	\$ 41.715	09/21/2016		M	25,290	09/21/2012 <sup>(2)</sup>	09/21/2018	Common Stock

## Reporting Owners

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

HOUSTON, TX 77002

## Signatures

Vicky Strom, attorney-in-fact for Timothy K.  
Driggers

09/22/2016

\_\_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) Relates to the vesting of 20,232 restricted shares on September 21, 2016.
  - (2) 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.

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