

EOG RESOURCES INC
Form 4
April 02, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Stevens William D

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2008

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

P.O. BOX 4362

(Street)

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

HOUSTON, TX 77210-4362

(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 | 04/01/2008 | | M | | 7,000 A \$ 48.52 | 8,600 | D |
| Common Stock | 04/01/2008 | | S | | 1,550 D \$ 120.578 | 7,050 | D |
| Common Stock | 04/01/2008 | | S | | 350 D \$ 120.624 | 6,700 | D |
| Common Stock | 04/01/2008 | | S | | 300 D \$ 120.626 | 6,400 | D |
| Common Stock | 04/01/2008 | | S | | 100 D \$ 120.636 | 6,300 | D |
| | 04/01/2008 | | S | | 200 D | 6,100 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|-------|---|
| Common Stock | | | | | \$ 120.637 | | |
| Common Stock | 04/01/2008 | S | 1,000 | D | \$ 120.646 | 5,100 | D |
| Common Stock | 04/01/2008 | S | 100 | D | \$ 120.657 | 5,000 | D |
| Common Stock | 04/01/2008 | S | 800 | D | \$ 120.668 | 4,200 | D |
| Common Stock | 04/01/2008 | S | 200 | D | \$ 120.677 | 4,000 | D |
| Common Stock | 04/01/2008 | S | 100 | D | \$ 120.678 | 3,900 | D |
| Common Stock | 04/01/2008 | S | 100 | D | \$ 120.686 | 3,800 | D |
| Common Stock | 04/01/2008 | S | 300 | D | \$ 120.728 | 3,500 | D |
| Common Stock | 04/01/2008 | S | 100 | D | \$ 120.734 | 3,400 | D |
| Common Stock | 04/01/2008 | S | 100 | D | \$ 120.735 | 3,300 | D |
| Common Stock | 04/01/2008 | S | 200 | D | \$ 120.737 | 3,100 | D |
| Common Stock | 04/01/2008 | S | 100 | D | \$ 120.744 | 3,000 | D |
| Common Stock | 04/01/2008 | S | 100 | D | \$ 120.748 | 2,900 | D |
| Common Stock | 04/01/2008 | S | 200 | D | \$ 120.755 | 2,700 | D |
| Common Stock | 04/01/2008 | S | 100 | D | \$ 120.764 | 2,600 | D |
| Common Stock | 04/01/2008 | S | 100 | D | \$ 120.765 | 2,500 | D |
| Common Stock | 04/01/2008 | S | 400 | D | \$ 120.766 | 2,100 | D |
| Common Stock | 04/01/2008 | S | 300 | D | \$ 120.776 | 1,800 | D |
| Common Stock | 04/01/2008 | S | 100 | D | \$ 120.786 | 1,700 | D |
| Common Stock | 04/01/2008 | S | 100 | D | \$ 120.794 | 1,600 | D |

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

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SEC 1474
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|

| | | | | | | | | |
|--|----------|------------|--|---|-------|-----------------------|--------------|-------|
| Nonemployee Director Stock Option (right to buy) | \$ 48.52 | 04/01/2008 | | M | 7,000 | 05/03/2006 05/03/2015 | Common Stock | 7,000 |
|--|----------|------------|--|---|-------|-----------------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Stevens William D P.O. BOX 4362 HOUSTON, TX 77210-4362 | X | | | |

Signatures

William D. Stevens 04/02/2008

__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).

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