

EOG RESOURCES INC

Form 4

October 03, 2016

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 *
Trice David W

(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)
09/29/2016

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 Exploration and Production

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	09/29/2016		A		4,908	A \$ 0	62,050 D
Common Stock	09/30/2016		M		6,400	A \$ 46.055	68,450 D
Common Stock	09/30/2016		D		3,037	D \$ 97.06	65,413 D
Common Stock	09/30/2016		F		1,411	D \$ 97.06	64,002 D
Common Stock	09/30/2016		M		8,000	A \$ 41.715	72,002 D

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Common Stock	09/30/2016	D	3,439	D	\$ 97.06	68,563	D
Common Stock	09/30/2016	F	1,913	D	\$ 97.06	66,650	D
Common Stock	09/30/2016	S	4,100	D	\$ 97.083	62,550	D
Common Stock	09/30/2016	S	300	D	\$ 97.1	62,250	D
Common Stock	09/30/2016	S	200	D	\$ 97.102	62,050	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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Appreciation Rights	\$ 95.05	09/29/2016		A	12,024	09/29/2017 ⁽¹⁾ 09/29/2023	Common Stock
Stock Appreciation Rights	\$ 46.055	09/30/2016		M	6,400	09/24/2011 ⁽²⁾ 09/24/2017	Common Stock
Stock Appreciation Rights	\$ 41.715	09/30/2016		M	8,000	09/21/2012 ⁽³⁾ 09/21/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Trice David W 1111 BAGBY, SKY LOBBY 2	EVP Exploration and Production

HOUSTON, TX 77002

Signatures

Vicky Strom, attorney-in-fact-for David W.
Trice

10/03/2016

__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) The SARs granted will become exercisable in 25 percent increments beginning one year from the September 29, 2016 date of grant and on each of the next three grant date anniversaries. The SARs granted become fully exercisable on September 29, 2020.
- (2) The SARs granted became exercisable in 25 percent increments beginning one year from the September 24, 2010 date of grant and on each of the next three grant date anniversaries. The SARs reported became fully exercisable on September 24, 2014.
- (3) The SARs granted 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 granted became fully exercisable on September 21, 2015.

Remarks:

In addition to the reported awards, the Reporting Person also received an award of 4,908 Performance Units, effective September 2016.

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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