

EOG RESOURCES INC
 Form 4
 November 12, 2015

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 *
 Donaldson Michael P

(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)
 11/10/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, General Counsel & Corp Sec

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/10/2015 | | M | 3,000 | A \$ 41.715 | 63,631.603 | D |
| Common Stock | 11/10/2015 | | D | 1,458 | D \$ 85.89 | 62,173.603 | D |
| Common Stock | 11/10/2015 | | F | 647 | D \$ 85.89 | 61,526.603 | D |
| Common Stock | 11/10/2015 | | M | 2,000 | A \$ 56.21 | 63,526.603 | D |
| Common Stock | 11/10/2015 | | D | 1,309 | D \$ 85.89 | 62,217.603 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|-----------|------------|---|
| Common Stock | 11/10/2015 | F | 290 | D | \$ 85.89 | 61,927.603 | D |
| Common Stock | 11/10/2015 | S | 600 | D | \$ 85.925 | 61,327.603 | D |
| Common Stock | 11/10/2015 | S | 600 | D | \$ 85.913 | 60,727.603 | D |
| Common Stock | 11/10/2015 | S | 96 | D | \$ 85.911 | 60,631.603 | 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Stock Appreciation Rights | \$ 41.715 | 11/10/2015 | | M | 3,000 | 09/21/2015 ⁽¹⁾ 09/21/2018 | Common Stock 3,000 |
| Stock Appreciation Rights | \$ 56.21 | 11/10/2015 | | M | 2,000 | 09/25/2014 ⁽²⁾ 09/25/2019 | Common Stock 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Donaldson Michael P 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002 | | | VP, General Counsel & Corp Sec | |

Signatures

Vicky Strom, attorney-in-fact for Michael P.
Donaldson

11/11/2015

__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.
- (2) The SARs became exercisable in 25 percent increments beginning one year from the September 25, 2012 date of grant and on each of the next three grant date anniversaries. The SARs become fully exercisable on September 25, 2016.

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.