

Helms Lloyd W Jr
Form 4
August 15, 2017

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 *
Helms Lloyd W Jr

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Exploration and Production

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)			
				(A) or (D)	Price					
Common Stock	08/14/2017		M	V	4,000	A	\$ 46.055	70,986.637	D	
Common Stock	08/14/2017		S		300	D	\$ 88.221	70,686.637	D	
Common Stock	08/14/2017		S		3,600	D	\$ 88.222	67,086.637	D	
Common Stock	08/14/2017		S		100	D	\$ 88.226	66,986.637	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 (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)
Employee Non-qualified Stock Options (Right to Buy)	\$ 46.055	08/14/2017		M	4,000	09/24/2013 ⁽¹⁾ 09/24/2017	Common Stock 4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Helms Lloyd W Jr 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002			EVP Exploration and Production	

Signatures

Vicky Strom, attorney-in-fact for Lloyd W. Helms, Jr. 08/15/2017

__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 options 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 options became fully exercisable on September 24, 2014.

Remarks:

Note: On August 14, 2017, the Reporting Person exercised, in full and as a same-day-sale exercise (i.e., a "cashless" exercise).

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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