

EOG RESOURCES INC  
Form 4  
April 02, 2008

**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 \*  
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)  
P.O. BOX 4362  
(Street)

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

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

HOUSTON, TX 77210-4362

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

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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)	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).

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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