

EOG RESOURCES INC

Form 4

November 24, 2014

**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 \*  
**DRIGGERS TIMOTHY K**

(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)  
11/21/2014

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)

VP & Chief Financial Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/21/2014                              |                                                             | M                                    | 37,500 A                                                                | \$ 46.055 171,410                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/21/2014                              |                                                             | D                                    | 16,865 D                                                                | \$ 102.41 154,545                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/21/2014                              |                                                             | F                                    | 8,656 D                                                                 | \$ 102.41 145,889                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/21/2014                              |                                                             | S                                    | 300 D                                                                   | \$ 102.45 145,589                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/21/2014                              |                                                             | S                                    | 4,800 D                                                                 | \$ 102.451 140,789                                                                                                 | D                                                                       |                                                                   |

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|              |            |   |       |   |            |         |   |
|--------------|------------|---|-------|---|------------|---------|---|
| Common Stock | 11/21/2014 | S | 100   | D | \$ 102.452 | 140,689 | D |
| Common Stock | 11/21/2014 | S | 6,579 | D | \$ 102.461 | 134,110 | D |
| Common Stock | 11/21/2014 | S | 100   | D | \$ 102.47  | 134,010 | D |
| Common Stock | 11/21/2014 | S | 100   | D | \$ 102.475 | 133,910 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Stock Appreciation Rights                  | \$ 46.055                                              | 11/21/2014                           |                                                    | M                              | 37,500                                                                                  | 09/24/2011 <sup>(1)</sup> 09/24/2017                     | Common Stock                                                |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships                                              |
|--------------------------------------------------------------------|------------------------------------------------------------|
| DRIGGERS TIMOTHY K<br>1111 BAGBY, SKY LOBBY 2<br>HOUSTON, TX 77002 | Director 10% Owner Officer<br>VP & Chief Financial Officer |

## Signatures

Vicky Strom, attorney-in-fact for Timothy K. Driggers

11/24/2014

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 24, 2010 date of grant and on each of the next three grant date anniversaries. The SARs became fully exercisable on September 24, 2014.

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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