

EOG RESOURCES INC
Form 4
December 19, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
TEXTOR DONALD F

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)
381 LATTINGTOWN ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2016

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

LOCUST VALLEY, NY 11560
(City) (State) (Zip)

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

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)
			Code	V	Amount or Price		
Common Stock	12/16/2016		M		6,000 A \$ 56.78	115,645.833	D
Common Stock	12/16/2016		D		3,271 D \$ 104.17	112,374.833	D
Common Stock	12/16/2016		M		8,002 A \$ 55.66	120,376.833	D
Common Stock	12/16/2016		D		4,329 D \$ 102.89	116,047.833	D
Common Stock	12/16/2016		S		3,500 D \$ 102.894	112,547.833	D
	12/16/2016		S		173 D	112,374.833	D

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Common Stock					\$ 102.895				
Common Stock	12/16/2016		S	2,729	D	\$ 104.081	109,645.833	D	
Common Stock							4,000	I	By Child (KRT)
Common Stock							4,000	I	Custodial Account (CT)
Common Stock							4,000	I	Custodial Account (KFT)
Common Stock							3,000	I	Family Trust (CT)
Common Stock							3,000	I	Family Trust (KFT)
Common Stock							3,000	I	Family Trust (KRT)

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

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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)		
						Date Exercisable	Expiration Date	Title	
						Code	V	(A)	(D)
Non-employee Director Stock Appreciation Right	\$ 56.78	12/16/2016		M	6,000	05/03/2011 ⁽¹⁾	05/03/2017	Common Stock	

Non-employee Director Stock Appreciation Right	\$ 55.66	12/16/2016	M	8,002	05/09/2012 ⁽²⁾	05/09/2018	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEXTOR DONALD F 381 LATTINGTOWN ROAD LOCUST VALLEY, NY 11560		X		

Signatures

Vicky Strom, attorney-in-fact for Donald F. Textor	12/19/2016
<u> </u> **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 stock appreciation rights (SARs) became exercisable 50% after one year, and 100% after two years, following the May 3, 2010 date of grant. The SARs became fully exercisable on May 3, 2012.
 - (2) The stock appreciation rights (SARs) became exercisable 50% after one year, and 100% after two years, following the May 9, 2011 date of grant. The SARs became fully exercisable on May 9, 2013.

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.