ROBERTS GARETH

Form 4 April 02, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person
ROBERTS GARETH

(First)

2. Issuer Name and Ticker or Trading Symbol

DENBURY RESOURCES INC [DNR]

5. Relationship of Reporting Person(s) to

Issuer

_X__ Director

(Check all applicable)

10% Owner

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

Other (specify Officer (give title below)

5100 TENNYSON 03/31/2010 PARKWAY, SUITE 1200

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

PLANO, TX 75024

(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)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/31/2010	F	10,935 (1)	D	\$ 16.87	1,840,554	D	
Common Stock	03/31/2010	A	33,000 (2)	A	\$ 0	1,873,554	D	
Common Stock	03/31/2010	F	12,029 (3)	D	\$ 16.87	1,861,525	D	
Common Stock	03/31/2010	A	64,952 (4)	A	\$0	1,926,477	D	
Common Stock	03/31/2010	F	23,676 (3)	D	\$ 16.87	1,902,801	D	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities	1		(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
					Exercisable Date	of					
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ROBERTS GARETH 5100 TENNYSON PARKWAY SUITE 1200 PLANO, TX 75024	X						

Signatures

Alan Rhoades - Per Confirming
Statement
04/01/2010

**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) Reflects restricted shares surrendered to satisfy minimum tax withholding for restricted stock vested on March 31, 2010.
- (2) Performance shares granted on January 2, 2007 and vested on March 31, 2010.
- (3) Reflects performance shares surrendered to satisfy minimum tax withholding.
- (4) Performance shares granted on January 2, 2009 and vested on March 31, 2010.

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.

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