

DENBURY RESOURCES INC

Form 4/A

June 02, 2009

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 *
EVANS RONALD TRACY

2. Issuer Name **and** Ticker or Trading
Symbol
DENBURY RESOURCES INC
[DNR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

5100 TENNYSON PARKWAY
SUITE 3000

(Street)

PLANO, TX 75024

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/02/2009

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Sr. V.P. Resvr Engineering

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 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	06/01/2009		M		23,988	A	\$ 2.8175	628,904	D
Common Stock	06/01/2009		M		11,012	A	\$ 3.4125	639,916	D
Common Stock	06/01/2009		S		35,000	D	\$ 18.35	604,916	D
Common Stock	06/01/2009		S		25,000	D	\$ 18.29	579,916	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 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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 2.8175	06/01/2009		M		23,988		01/02/2007	01/02/2013	Common Stock	23,988
Stock Option	\$ 3.4125	06/01/2009		M		11,012		01/02/2008	01/02/2014	Common Stock	11,012

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EVANS RONALD TRACY 5100 TENNYSON PARKWAY SUITE 3000 PLANO, TX 75024	Sr. V.P. Resvr Engineering

Signatures

Mark Allen - Per Confirming
Statement 06/02/2009

__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).

Remarks:

This Form 4 has been amended to correct the amounts disclosed in box 5 of Table II. The amounts were originally shown in

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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