

ALCORN GEORGE A
Form 4
June 02, 2011

FORM 4

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

OMB APPROVAL

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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 *
ALCORN GEORGE A

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)
2000 POST OAK BLVD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2011

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

HOUSTON, TX 77056

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	05/31/2011		M		6,900 A \$ 48.52	15,757	D
Common Stock	05/31/2011		S		100 D \$ 109.165	15,657	D
Common Stock	05/31/2011		S		100 D \$ 109.164	15,557	D
Common Stock	05/31/2011		S		1,800 D \$ 109.161	13,757	D
Common Stock	05/31/2011		S		25 D \$ 109.074	13,732	D
	05/31/2011		S		49 D	13,683	D

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Common Stock					\$			
					109.064			
Common Stock	05/31/2011		S	200	D	\$	13,483	D
						109.061		
Common Stock	05/31/2011		S	100	D	\$	13,383	D
						109.05		
Common Stock	05/31/2011		S	100	D	\$	13,283	D
						109.03		
Common Stock	05/31/2011		S	400	D	\$	12,883	D
						109.01		
Common Stock	05/31/2011		S	100	D	\$	12,783	D
						109.009		
Common Stock	05/31/2011		S	100	D	\$	12,683	D
						109.001		
Common Stock	05/31/2011		S	100	D	\$	12,583	D
						108.972		
Common Stock	05/31/2011		S	100	D	\$	12,483	D
						108.96		
Common Stock	05/31/2011		S	100	D	\$	12,383	D
						108.95		
Common Stock	05/31/2011		S	100	D	\$	12,283	D
						108.94		
Common Stock	05/31/2011		S	400	D	\$	11,883	D
						108.92		
Common Stock	05/31/2011		S	400	D	\$	11,483	D
						108.91		
Common Stock	05/31/2011		S	1,126	D	\$	10,357	D
						108.9		
Common Stock	05/31/2011		S	1,500	D	\$	8,857	D
						108.881		

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
			Code	V			
Non-employee Director Stock Option (Right to Buy)	\$ 48.52	05/31/2011	M		05/03/2006 ⁽¹⁾	05/03/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALCORN GEORGE A 2000 POST OAK BLVD. HOUSTON, TX 77056		X		

Signatures

Vicky Strom, attorney-in-fact for George A. Alcorn	06/02/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 options became exercisable 50% after one year, and 100% after two years, following the date of grant.

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.