

EOG RESOURCES INC  
 Form 3  
 May 14, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p><b>Â TODCO</b></p> <p>(Last) (First) (Middle)</p> <p><b>1111 BAGBY, SKY LOBBY 2</b></p> <p>(Street)</p> <p><b>HOUSTON,Â TXÂ 77002</b></p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p><b>05/03/2012</b></p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p><b>EOG RESOURCES INC [EOG]</b></p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)  <b>VP, General Counsel &amp; Corp Sec</b></p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	23,161	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Stock Appreciation Rights	09/17/2009 <sup>(1)</sup>	09/17/2015	Common Stock	2,500	\$ 88.81	D	Â
Stock Appreciation Rights	09/18/2011 <sup>(1)</sup>	09/18/2016	Common Stock	2,157	\$ 81.86	D	Â
Stock Appreciation Rights	09/24/2011 <sup>(1)</sup>	09/24/2017	Common Stock	3,530	\$ 92.11	D	Â
Stock Appreciation Rights	09/21/2012 <sup>(1)</sup>	09/21/2018	Common Stock	6,000	\$ 83.43	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TODCO 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002	Â	Â	Â VP, General Counsel & Corp Sec	Â

## Signatures

Vicky Strom, attorney-in-fact for Michael P. Donaldson  
 Signature of Reporting Person: \_\_\_\_\_ Date: 05/14/2012

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 become exercisable in 25 percent increments beginning one year from the date of grant and on each of the next three grant date anniversaries.

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.