

EOG RESOURCES INC  
 Form 4  
 December 17, 2013

**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 \*  
 Donaldson Michael P

(Last) (First) (Middle)  
 1111 BAGBY, SKY LOBBY 2  
 (Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 EOG RESOURCES INC [EOG]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/16/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, General Counsel & Corp Sec

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	12/16/2013		M		2,112	A	\$ 112.42 31,997.19	D
Common Stock	12/16/2013		D		1,484	D	\$ 160.09 30,513.19	D
Common Stock	12/16/2013		F		263	D	\$ 160.09 30,250.19	D
Common Stock	12/16/2013		M		882	A	\$ 92.11 31,132.19	D
Common Stock	12/16/2013		D		508	D	\$ 160.09 30,624.19	D

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Common Stock	12/16/2013	F	157	D	\$ 160.09	30,467.19	D
Common Stock	12/16/2013	S	400	D	\$ 160.115	30,067.19	D
Common Stock	12/16/2013	S	182	D	\$ 160.091	29,885.19	D

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)
Stock Appreciation Rights	\$ 112.42	12/16/2013		M	2,112	09/25/2013 <sup>(1)</sup> 09/25/2019	Common Stock 2,112
Stock Appreciation Rights	\$ 92.11	12/16/2013		M	882	09/24/2013 <sup>(2)</sup> 09/24/2017	Common Stock 882

## Reporting Owners

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

## Signatures

Vicky Strom, attorney-in-fact for Michael P.  
Donaldson

12/17/2013

\_\_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 SARs became exercisable in 25 percent increments beginning one year from the September 25, 2012 date of grant and on each of the next three grant date anniversaries. The SARs will become fully exercisable on September 25, 2016.
  - (2) The SARs became exercisable in 25 percent increments beginning one year from the September 24, 2010 date of grant and on each of the next three grant date anniversaries. The SARs will become fully exercisable on September 24, 2014.

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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