

EOG RESOURCES INC

Form 4

December 01, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Janssen Ann D.

(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)
11/30/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Accounting

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/30/2016		M	V Amount (A) or (D) Price 2,000 A \$ 46.055	58,473	D	
Common Stock	11/30/2016		D	927 D \$ 99.41	57,546	D	
Common Stock	11/30/2016		F	450 D \$ 99.41	57,096	D	
Common Stock	11/30/2016		M	4,000 A \$ 41.715	61,096	D	
Common Stock	11/30/2016		D	1,679 D \$ 99.41	59,417	D	

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Common Stock	11/30/2016	F	974	D	\$ 99.41	58,443	D
Common Stock	11/30/2016	S	170	D	\$ 99.468	58,273	D
Common Stock	11/30/2016	S	1,800	D	\$ 99.5	56,473	D
Common Stock	11/30/2016	S	9,000	D	\$ 102	47,473	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Rights	\$ 46.055	11/30/2016		M	2,000	09/24/2014 ⁽¹⁾ 09/24/2017	Common Stock 2,000
Stock Appreciation Rights	\$ 41.715	11/30/2016		M	4,000	09/21/2014 ⁽²⁾ 09/21/2018	Common Stock 4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Janssen Ann D. 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002			VP, Accounting	

Signatures

Vicky Strom, attorney-in-fact for Ann D.
Janssen

12/01/2016

__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 24, 2010 date of grant and on each of the next three grant date anniversaries. The SARs became fully exercisable on September 24, 2014.
- (2) The SARs became exercisable in 25 percent increments beginning one year from the September 21, 2011 date of grant and on each of the next three grant date anniversaries. The SARs became fully exercisable on September 21, 2015.

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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