

EOG RESOURCES INC  
Form 5  
February 11, 2003

**FORM 5**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB Number: 3235-0362  
Expires: January 31, 2005  
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See Instruction 1(b).

Form 3 Holdings Reported

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

Form 4 Transactions Reported

1. Name and Address of Reporting Person* <b>Randall, III Edward</b>			2. Issuer Name and Ticker or Trading Symbol <b>EOG Resources, Inc. (EOG)</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) <b>109 N. Post Oak Lane, Suite 435</b>			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year <b>12/31/02</b>		
(Street) <b>Houston, TX 77024</b>			5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
						Amount	(A) or (D)	Price			
Common Stock - Phantom			3/31/98		A	490.46	A	\$22.94			
Common Stock - Phantom			04/30/98		A	0.63	A	\$23.37			
Common Stock - Phantom			6/30/98		A	555.56	A	\$20.25			
Common Stock - Phantom			7/31/98		A	1.97	A	\$15.88			
Common Stock - Phantom			9/30/98		A	642.86	A	\$17.50			
Common Stock - Phantom			10/30/98		A	3.04	A	\$16.69			
Common Stock - Phantom			12/31/98		A	652.17	A	\$17.25			
Common Stock - Phantom			3/31/99		A	8,199.72	A	\$16.63			

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Common Stock - Phantom	6/30/99		A	571.18	A	\$20.25			
Common Stock - Phantom	9/30/99		A	1,015.70	A	\$21.25			
Common Stock - Phantom	12/31/99		A	661.30	A	\$17.56			
Common Stock - Phantom	3/31/00		A	549.09	A	\$21.19			
Common Stock - Phantom	6/30/00		A	348.83	A	\$33.40			
Common Stock - Phantom	9/30/00		A	12.33	A	\$38.88			
Common Stock - Phantom	12/29/00		A	8.78	A	\$54.63			
Common Stock - Phantom	3/30/01		A	272.86	A	\$41.23			
Common Stock - Phantom	4/30/01		A	12.06	A	\$46.39			
Common Stock - Phantom	6/29/01		A	316.46	A	\$35.55			
Common Stock - Phantom	7/31/01		A	16.20	A	\$35.35			
Common Stock - Phantom	9/28/01		A	388.87	A	\$28.93			
Common Stock - Phantom	10/31/01		A	16.65	A	\$35.37			
Common Stock - Phantom	12/31/01		A	287.65	A	\$39.11	16,432	D	
Common Stock							87,500	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 5 (continued) 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 & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				(A)	(D)	Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares				

Explanation of Responses:

By: /s/ **EDWARD RANDALL, III**  
**Edward Randall, III**

**02/11/03**  
 Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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