Plaeger Frederick J. II Form 4 August 26, 2008

FORM 4

OMB APPROVAL COMMISSION OMB

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

OMB Number: 3235-0287 January 31,

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

| Name and Addi Plaeger Freder | * | ting Person * | 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) | 3. Date of Earliest Transaction | (Check air applicable) | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| P.O. BOX 4362 | | | 06/02/2008 | _X_ Officer (give title Other (specify below) | | | |
| | | | | Senior VP & General Counsel | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| HOUSTON, T | X 77210-4 | 362 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) Tab | ole I - Non- | Derivativ | e Secı | ırities Acquir | ed, Disposed of, | or Beneficially | y Owned |
|--------------------------------------|--------------------------------------|---|--|-----------|------------------------------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | | sed of 4 and (A) or | ` ' | 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) |
| Common Stock | 06/02/2008(1) | | P | 13 | A | \$ 127.34 | 8,383 | D | |
| Common Stock | 07/16/2008(1) | | S | 5 | D | \$ 108.4265 | 8,378 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | f 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|-------------|--------------|---------------------|--------------------|------------|-------------|--------------|-------------|---------|-------------|-------------|--------|
| Derivativ | e Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | /Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Secur | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. | . 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | T:41- | or Namel | | |
| | | | | | Exercisable | Date | | Number | | | |
| | | | | C-1- V | (A) (D) | | | | of | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Plaeger Frederick J. II P.O. BOX 4362 HOUSTON, TX 77210-4362

Senior VP & General Counsel

Signatures

Frederick J. 08/26/2008 Plaeger, II

**Signature of Date Reporting Person

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).

The reported transactions were each effected through the Reporting Person's third-party managed investment account. While the Reporting Person is deemed to be the beneficial owner of the shares of EOG Common Stock and the other securities held in the account, the third-party investment manager selects and manages the investments in the account, including the timing of any purchases and sales. As a result, the Reporting Person did not receive notice of the reported transactions until subsequent to the Form 4 reporting deadlines.

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.

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