

SEGNER EDMUND P III
Form 4
November 15, 2004

FORM 4

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

OMB APPROVAL

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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 *
SEGNER EDMUND P III

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)
333 CLAY STREET STE. 4200

3. Date of Earliest Transaction (Month/Day/Year)
11/11/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
President & COS

(Street)
HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 11/11/2004 | | M | | 15,000 | A | \$ 32.8125 |
| Common Stock | 11/11/2004 | | M | | 60,000 | A | \$ 35.35 |
| Common Stock | 11/11/2004 | | M | | 36,000 | A | \$ 33.66 |
| Common Stock | 11/11/2004 | | M | | 11,929 | A | \$ 39 |
| Common Stock | 11/11/2004 | | F | | 86,414 | D | \$ 65.53 |
| | | | | | 155,533 | D | |
| | | | | | 215,533 | D | |
| | | | | | 251,533 | D | |
| | | | | | 263,462 | D | |
| | | | | | 177,048 | D | |

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| | | | |
|------------------------|--------|---|-------------|
| Common Stock - Phantom | 30,165 | D | |
| Common Stock | 808 | I | 401(k) Plan |

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

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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 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 | Am or Num of S |
| Employee Non-Qualified Stock Option (right to buy) | \$ 32.8125 | 11/11/2004 | | M | 15,000 | 08/08/2000 08/08/2010 | Common Stock | 15 | |
| Employee Non-Qualified Stock Option (right to buy) | \$ 35.35 | 11/11/2004 | | M | 60,000 | 07/31/2001 07/31/2011 | Common Stock | 60 | |
| Employee Non-Qualified Stock Option (right to buy) | \$ 33.66 | 11/11/2004 | | M | 36,000 | 08/07/2002 08/07/2012 | Common Stock | 36 | |
| Employee Non-Qualified Stock Option (right to buy) | \$ 39 | 11/11/2004 | | M | 11,929 | 08/06/2003 08/06/2013 | Common Stock | 11 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SEGNER EDMUND P III
333 CLAY STREET STE. 4200
HOUSTON, TX 77002

X

President
& COS

Signatures

EDMUND P.
SEGNER, III

11/15/2004

 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).

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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