

EOG RESOURCES INC  
Form 4  
August 20, 2008

**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 \*  
**DRIGGERS TIMOTHY K**

(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)  
**08/19/2008**

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 & Chief Financial Officer

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	08/19/2008		M		5,500 A \$ 32.445	27,097	D
Common Stock	08/19/2008		S		2,245 D \$ 99.2	24,852	D
Common Stock	08/19/2008		S		155 D \$ 99.21	24,697	D
Common Stock	08/19/2008		S		200 D \$ 99.22	24,497	D
Common Stock	08/19/2008		S		400 D \$ 99.23	24,097	D

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Common Stock	08/19/2008	S	300	D	\$ 99.24	23,797	D
Common Stock	08/19/2008	S	800	D	\$ 99.25	22,997	D
Common Stock	08/19/2008	S	500	D	\$ 99.26	22,497	D
Common Stock	08/19/2008	S	100	D	\$ 99.27	22,397	D
Common Stock	08/19/2008	S	200	D	\$ 99.28	22,197	D
Common Stock	08/19/2008	S	600	D	\$ 99.32	21,597	D
Common Stock - Phantom						4,041	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Non-Qualified Stock Option (Right to buy)	\$ 32.445	08/19/2008		M	5,500	08/03/2008 09/08/2008	Common Stock	5,500	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

DRIGGERS TIMOTHY K  
1111 BAGBY, SKY LOBBY 2  
HOUSTON, TX 77002

VP & Chief Financial Officer

## Signatures

TIMOTHY K.  
DRIGGERS

08/20/2008

\_\_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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