

EOG RESOURCES INC

Form 4

July 11, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Helms Lloyd W Jr

(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)  
07/08/2016

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)

EVP, Exploration &amp; Production

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                                |
| Common<br>Stock                       | 07/08/2016                              |                                                             | M                                    |                                                                         | 4,875                                                                                                              | A \$ 40.93                                                           | 59,031.527 D                                                                   |
| Common<br>Stock                       | 07/08/2016                              |                                                             | S                                    |                                                                         | 575                                                                                                                | D \$ 81.82                                                           | 58,456.527 D                                                                   |
| Common<br>Stock                       | 07/08/2016                              |                                                             | S                                    |                                                                         | 4,200                                                                                                              | D \$ 81.824                                                          | 54,256.527 D                                                                   |
| Common<br>Stock                       | 07/08/2016                              |                                                             | S                                    |                                                                         | 100                                                                                                                | D \$ 81.84                                                           | 54,156.527 D                                                                   |
| Common<br>Stock                       | 07/08/2016                              |                                                             | A                                    |                                                                         | 3.285                                                                                                              | A \$ 82.54                                                           | 54,159.812 D                                                                   |

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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)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)          | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|--------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
| Employee<br>Non-qualified<br>Stock Options<br>(Right to Buy) | \$ 40.93                                                           | 07/08/2016                              |                                                             | M                                    | 4,875                                                                                                           | 09/18/2012 <sup>(1)</sup><br>09/18/2016                        | Common<br>Stock                                                |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                               |       |
|------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                  | Director      | 10% Owner | Officer                       | Other |
| Helms Lloyd W Jr<br>1111 BAGBY, SKY LOBBY 2<br>HOUSTON, TX 77002 |               |           | EVP, Exploration & Production |       |

## Signatures

Vicky Strom, attorney-in-fact for Lloyd W.  
Helms, Jr.

07/11/2016

\_\_\_\_ 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 options granted became exercisable in 25 percent increments beginning one year from the September 18, 2009 date of grant and on each of the next three grant date anniversaries. The options became fully exercisable on September 18, 2013.

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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