EOG RESOURCES INC
Form 4
December 19, 2016

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TEXTOR DONALD F

(Last) (First) (Middle)

381 LATTINGTOWN ROAD

(Street)

LOCUST VALLEY, NY 11560

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
EOG RESOURCES INC [EOG]

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 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	12/16/2016		M		6,000	A	$ 56.78	115,645.833	D	
Common Stock	12/16/2016		D		3,271	D	$ 104.17	112,374.833	D	
Common Stock	12/16/2016		M		8,002	A	$ 55.66	120,376.833	D	
Common Stock	12/16/2016		D		4,329	D	$ 102.89	116,047.833	D	
Common Stock	12/16/2016		S		3,500	D	$ 102.894	112,547.833	D	
	12/16/2016		S		173	D		112,374.833	D	

Common Stock						$ 102.895			
Common Stock	12/16/2016		S	2,729	D	$ 104.081	109,645.833	D	
Common Stock							4,000	I	By Child (KRT)
Common Stock							4,000	I	Custodial Account (CT)
Common Stock							4,000	I	Custodial Account (KFT)
Common Stock							3,000	I	Family Trust (CT)
Common Stock							3,000	I	Family Trust (KFT)
Common Stock							3,000	I	Family Trust (KRT)

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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of Sh
Non-employee Director Stock Appreciation Right	$ 56.78	12/16/2016		M			6,000	05/03/2011[(1)]	05/03/2017	Common Stock	6

Non-employee Director Stock Appreciation Right	$ 55.66	12/16/2016		M	8,002	05/09/2012(2)	05/09/2018	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEXTOR DONALD F 381 LATTINGTOWN ROAD LOCUST VALLEY, NY 11560	X			

Signatures

Vicky Strom, attorney-in-fact for Donald F. Textor	12/19/2016
**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 stock appreciation rights (SARs) became exercisable 50% after one year, and 100% after two years, following the May 3, 2010 date of grant. The SARs became fully exercisable on May 3, 2012.

(2) The stock appreciation rights (SARs) became exercisable 50% after one year, and 100% after two years, following the May 9, 2011 date of grant. The SARs became fully exercisable on May 9, 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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