

EOG RESOURCES INC  
Form 8-K  
November 24, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): November 24, 2010 (November 23, 2010)**

**EOG RESOURCES, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>1-9743</b> (Commission File Number)	<b>47-0684736</b> (I.R.S. Employer Identification No.)
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**1111 Bagby, Sky Lobby 2  
Houston, Texas 77002**

(Address of principal executive offices) (Zip Code)

**713-651-7000**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**EOG RESOURCES, INC.**

**Item 1.01 Entry Into a Material Definitive Agreement.**

On November 23, 2010, EOG Resources, Inc. (EOG) closed its sale of \$400 million aggregate principal amount of its 2.500% Senior Notes due 2016 (2016 Notes), \$750 million aggregate principal amount of its 4.100% Senior Notes due 2021 (2021 Notes) and \$350 million aggregate principal amount of its Floating Rate Senior Notes due 2014 (2014 Notes and, together with the 2016 Notes and the 2021 Notes, the Notes). The Notes were issued under an indenture, dated as of May 18, 2009 (Indenture), by and between EOG, as issuer, and Wells Fargo Bank, NA, as trustee, and an officers certificate, dated November 23, 2010, pursuant to the Indenture setting forth the specific terms of the Notes.

The offer and sale of the Notes has been registered under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-3 (Registration No. 333-163947) filed with the United States Securities and Exchange Commission on December 22, 2009.

The Indenture, the officers certificate, the form of global note for the 2016 Notes, the form of global note for the 2021 Notes and the form of global note for the 2014 Notes are filed as Exhibits 4.1, 4.2, 4.3, 4.4 and 4.5 hereto, respectively, and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

4.1 Indenture, dated as of May 18, 2009, by and between EOG and Wells Fargo Bank, NA, as Trustee (incorporated by reference to Exhibit 4.9 to EOG's Registration Statement on Form S-3, Registration No. 333-159301, filed May 18, 2009).

\*4.2 Officers Certificate Establishing 2.500% Senior Notes due 2016, 4.100% Senior Notes due 2021 and Floating Rate Senior Notes due 2014, dated November 23, 2010.

\*4.3 Form of Global Note with respect to the 2.500% Senior Notes due 2016 of EOG.

\*4.4 Form of Global Note with respect to the 4.100% Senior Notes due 2021 of EOG.

\*4.5 Form of Global Note with respect to the Floating Rate Senior Notes due 2014 of EOG.

\* Exhibits filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EOG RESOURCES, INC.**

(Registrant)

Date: November 24, 2010

By: /s/ Timothy K. Driggers  
Timothy K. Driggers  
Vice President and Chief Financial Officer  
(Principal Financial Officer and Duly  
Authorized  
Officer)

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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*4.2	Officers Certificate Establishing 2.500% Senior Notes due 2016, 4.100% Senior Notes due 2021 and Floating Rate Senior Notes due 2014, dated November 23, 2010.
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*4.4	Form of Global Note with respect to the 4.100% Senior Notes due 2021 of EOG.
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* Exhibits filed herewith	