

ALCORN GEORGE A
Form 4
April 11, 2013

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 *
ALCORN GEORGE A

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)
2000 POST OAK BLVD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/09/2013

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

HOUSTON, TX 77056

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	04/09/2013		M		2,000 A \$ 72.92	10,213	D
Common Stock	04/09/2013		S		800 D \$ 128.331	9,413	D
Common Stock	04/09/2013		S		1,200 D \$ 129.339	8,213	D
Common Stock	04/09/2013		M		5,000 A \$ 72.04	13,213	D
Common Stock	04/09/2013		D		2,809 D \$ 128.25	10,404	D
	04/10/2013		S		2,191 D \$ 128.56	8,213	D

Common
Stock

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 (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)
Non-employee Director Stock Option (Right to Buy)	\$ 72.92	04/09/2013		M	2,000	05/02/2008 ⁽¹⁾ 05/02/2016	Common Stock
Non-employee Director Stock Appreciation Right	\$ 72.04	04/09/2013		M	5,000	05/04/2010 ⁽²⁾ 05/04/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALCORN GEORGE A 2000 POST OAK BLVD. HOUSTON, TX 77056		X		

Signatures

Vicky Strom, attorney-in-fact for George A. Alcorn 04/11/2013

**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 became exercisable 50% after one year, and 100% after two years, following the May 2, 2006 date of grant. The options became fully exercisable on May 2, 2008.
- (2) The stock appreciation rights became exercisable 50% after one year, and 100% after two years, following the May 4, 2009 date of grant. The stock appreciation rights became fully exercisable on May 4, 2011.

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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