

Trice David W  
Form 4  
October 01, 2018

**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 \*  
Trice David W

(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)  
09/27/2018

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)  
EVP Exploration and Production

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	(D)	Price
Common Stock	09/27/2018		A		2,952	A	\$ 0 74,807
Common Stock	09/28/2018		M		9,018	A	\$ 69.43 83,825
Common Stock	09/28/2018		D		4,914	D	\$ 127.43 78,911
Common Stock	09/28/2018		F		1,615	D	\$ 127.43 77,296
Common Stock	09/28/2018		S		2,489	D	\$ 127.442 74,807

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 127	09/27/2018		A	7,232	09/27/2019 <sup>(1)</sup> 09/27/2025	Common Stock
Stock Appreciation Rights	\$ 69.43	09/28/2018		M	9,018	09/28/2016 <sup>(2)</sup> 09/28/2022	Common Stock

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trice David W 1111 BAGBY, SKY LOBBY 2 HOUSTON, TX 77002			EVP Exploration and Production	

**Signatures**

Vicky Strom, attorney-in-fact-for David W. Trice  
 10/01/2018  
 \*\*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 SARs granted will become exercisable in increments of 33%, 33% and 34% on each of the first three anniversaries, respectively, of the September 27, 2018 date of grant. The SARs granted will become fully exercisable on September 27, 2021.
- (2) The SARs granted became exercisable in 25 percent increments beginning one year from the September 28, 2015 date of grant and on each of the next three grant date anniversaries. The SARs reported will become fully exercisable on September 28, 2019.

**Remarks:**

In addition to the reported awards, the Reporting Person also received an award of 5,905 Performance Units, effective September 2010.

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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