

EOG RESOURCES INC

Form 4

October 07, 2004

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

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
THOMAS GARY L

(Last) (First) (Middle)

333 CLAY, STE. 4200

(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)
10/05/2004

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)

Executive Vice President Opera

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)
Common Stock	10/05/2004		M	V Amount (A) or (D) Price 20,000 A \$ 20.5625	117,890	D	
Common Stock	10/05/2004		S	20,000 D \$ 69.1	97,890	D	
Common Stock	10/06/2004		M	20,000 A \$ 14.1875	117,890	D	
Common Stock	10/06/2004		S	20,000 D \$ 70.0354 (1)	97,890	D	
Common Stock	10/06/2004		M	10,000 A \$ 14.1875	107,890	D	

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Common Stock	10/06/2004	S	10,000	D	\$ 70.2138 (2)	97,890	D	
Common Stock	10/07/2004	M	5,000	A	\$ 14.1875	102,890	D	
Common Stock	10/07/2004	S	5,000	D	\$ 70.3286 (3)	97,890	D	
Common Stock						3,115	I	401(k) Plan
Common Stock - Phantom						18,227	D	

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 Amount Underlying Security (Instr. 3 and 4)	8. Amount or Number of Securities
Employee Non-Qualified Stock Option (right to buy)	\$ 20.5625	10/05/2004		M	20,000	02/11/1999 02/11/2008	Common Stock	20,000
Employee Non-Qualified Stock Option (right to buy)	\$ 14.1875	10/06/2004		M	20,000	09/08/1998 09/08/2008	Common Stock	20,000
Employee Non-Qualified Stock Option (right to buy)	\$ 14.1875	10/06/2004		M	10,000	09/08/1998 09/08/2008	Common Stock	10,000
	\$ 14.1875	10/07/2004		M	5,000	09/08/1998 09/08/2008		5,000

Employee
Non-Qualified
Stock Option
(right to buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS GARY L 333 CLAY, STE. 4200 HOUSTON, TX 77002			Executive Vice President Opera	

Signatures

GARY L.
THOMAS

10/07/2004

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) Average Price. Sale prices ranged from \$69.85 to \$70.18.
- (2) Average Price. Sale prices ranged from \$70.18 to \$70.26.
- (3) Average Price. Sale prices ranged from \$70.32 to \$70.43.

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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