

DENBURY RESOURCES INC

Form 4

April 04, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ALLEN MARK C

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5320 LEGACY DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. VP/CFO, Treas. & Ast. Sec.

PLANO, TX 75024

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount (1) or (D) Price		
Common Stock	03/31/2017		F		15,082 (1) D \$ 2.58	883,334	D
Common Stock	03/31/2017		A		59,889 (2) A \$ 0	943,223	D
Common Stock	03/31/2017		F		25,124 (3) D \$ 2.58	918,099	D
Common Stock	03/31/2017		A		18,493 (4) A \$ 0	936,592	D
Common Stock	03/31/2017		F		7,758 (5) D \$ 2.58	928,834	D

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ALLEN MARK C
5320 LEGACY DRIVE
PLANO, TX 75024

Sr. VP/CFO, Treas. & Ast. Sec.

Signatures

/s/ Sarah W. Braley, attorney-in-fact for Mark
Allen

04/04/2017

**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) Reflects restricted shares surrendered to satisfy tax withholding for restricted stock vested on March 31, 2017.

(2) Reflects Performance-based EBITDAX shares that vested on March 31, 2017.

(3) Reflects Performance-based EBITDAX shares surrendered to satisfy tax withholding for performance stock vested on March 31, 2017.

(4) Reflects Performance-based TSR shares that vested on March 31, 2017.

(5) Reflects Performance-based TSR shares surrendered to satisfy tax withholding for performance stock vested on March 31, 2017.

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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