

DENBURY RESOURCES INC

Form 4

April 02, 2015

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 *
Rhoades Alan

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)
03/31/2015

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
VP & Chief Accounting Officer

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 (A) or (D)	Price	
Common Stock	03/31/2015		F		2,851 (1)	D \$ 7.29	146,500 D
Common Stock	03/31/2015		A		1,052 (2)	A \$ 7.544	147,552 D
Common Stock	03/31/2015		A		5,032 (3)	A \$ 7.29	152,584 D
Common Stock	03/31/2015		F		1,377 (4)	D \$ 7.29	151,207 D
Common Stock	03/31/2015		A		2,352 (5)	A \$ 7.29	153,559 D

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Common Stock 03/31/2015 F 644 (6) D \$ 7.29 152,915 D

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 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
Rhoades Alan 5320 LEGACY DRIVE PLANO, TX 75024	VP & Chief Accounting Officer

Signatures

/s/ Sarah W. Braley, attorney-in-fact for Mr. Rhoades 04/02/2015

__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 minimum tax withholding for restricted stock vested on March 31, 2015.
- (2) Acquired under the Issuer's Employee Stock Purchase Plan and includes the Issuer's matching contribution.
- (3) Performance shares granted on January 3, 2014 and vested on March 31, 2015.
- (4) Reflects performance shares surrendered to satisfy minimum tax withholding for performance stock vested on March 31, 2015.

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(5) Performance TSR shares granted on March 8, 2012 and vested on March 31, 2015.

(6) Reflects performance TSR shares surrendered to satisfy minimum tax withholding for performance stock vested on March 31, 2015.

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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