

SEGNER EDMUND P III
Form 4
November 15, 2004

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 *
SEGNER EDMUND P III

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)
333 CLAY STREET STE. 4200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/11/2004

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

HOUSTON, TX 77002

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	11/11/2004		M		15,000	A	\$ 32.8125	155,533	D	
Common Stock	11/11/2004		M		60,000	A	\$ 35.35	215,533	D	
Common Stock	11/11/2004		M		36,000	A	\$ 33.66	251,533	D	
Common Stock	11/11/2004		M		11,929	A	\$ 39	263,462	D	
Common Stock	11/11/2004		F		86,414	D	\$ 65.53	177,048	D	

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Common Stock - Phantom	30,165	D	
Common Stock	808	I	401(k) Plan

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 Security (Instr. 3 and 4)	Am or Num of S
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Non-Qualified Stock Option (right to buy)	\$ 32.8125	11/11/2004		M	15,000	08/08/2000 08/08/2010	Common Stock	15
Employee Non-Qualified Stock Option (right to buy)	\$ 35.35	11/11/2004		M	60,000	07/31/2001 07/31/2011	Common Stock	60
Employee Non-Qualified Stock Option (right to buy)	\$ 33.66	11/11/2004		M	36,000	08/07/2002 08/07/2012	Common Stock	36
Employee Non-Qualified Stock Option (right to buy)	\$ 39	11/11/2004		M	11,929	08/06/2003 08/06/2013	Common Stock	11

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SEGNER EDMUND P III
333 CLAY STREET STE. 4200
HOUSTON, TX 77002

X

President
& COS

Signatures

EDMUND P.
SEGNER, III

11/15/2004

 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).

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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