

EOG RESOURCES INC
Form 5/A
March 10, 2003

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

☐ Form 3 Holdings Reported

☒ Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

Filed By
Romeo and Dye's
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Thomas Gary L. (Last) (First) (Middle) 333 Clay, Ste. 4200 (Street) Houston, TX 77002			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 			4. Statement for Month/Year 12/31/02 5. If Amendment, Date of Original (Month/Year) 02/11/2003			
						7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	3/7/00		M ⁽²⁾	5,000	A	\$18.69			
Common Stock	3/10/00		M ⁽²⁾	5,000	A	\$18.56			
Common Stock	6/28/02		A	328	A	\$32.38			
Common Stock	12/31/02		A	323	A	\$32.90	84,071	D	
Common Stock - Phantom	2/12/02		A	3,473	A	\$32.40	10,470	D	
Common Stock							2,354	I	401(k) Plan

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 5 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Name of Indirect Beneficial Owner (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Non-Qualified Stock Options (right to buy)	\$33.66	8/7/02		A	60,000		8/7/02 ⁽¹⁾	8/7/12	Common Stock	60,000		60,000	D	
Employee Non-Qualified Stock Options (right to buy)	\$10.75	3/7/00		M ⁽³⁾		5,000	3/13/1994	3/13/00	Common Stock	5,000		5,000	D	
Employee Non-Qualified Stock Options (right to buy)	\$10.75	3/10/00		M ⁽³⁾		5,000	3/13/1994	3/13/00	Common Stock	5,000		0	D	

Explanation of Responses:

(1) The option becomes exercisable in 20 percent increments beginning on grant date and on each of the next four anniversaries.

(2) Amending to correct Transaction Code from A to M.

(3) Amending to add exercise on Table II consistent with exercise on Table I.

By: /s/ **GARY L. THOMAS**

Gary L. Thomas

**Signature of Reporting Person

03/10/2003

Date

**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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