

LOONEY DAVID R  
Form 5  
February 11, 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.

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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See Instruction 1(b).

Form 3 Holdings Reported

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

Filed By  
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Form 4 Transactions Reported

|                                                                                                                                                                         |  |  |                                                                                       |  |  |                                                                                                                                                                                                                                                                                                                      |  |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|---------------------------------------------------------------------------------------|--|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person*<br><b>Looney David R.</b><br>(Last) (First) (Middle)<br><b>333 Clay, Ste. 4200</b><br><br>(Street)<br><b>Houston, TX 77002</b> |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>EOG Resources, Inc. (EOG)</b>       |  |  | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <b>Vice President Finance &amp; Treasurer</b><br><input type="checkbox"/> Other (specify below) |  |  |
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)                                                                                           |  |  | 4. Statement for Month/Year<br><b>12/31/02</b>                                        |  |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                                                                       |  |  |
| (City) (State) (Zip)                                                                                                                                                    |  |  | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |                                                                                                                                                                                                                                                                                                                      |  |  |

| 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------|------------|---------|------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | Amount                                                          | (A) or (D) | Price   |                                                                                          |                                                          |                                   |
| Common Stock - Phantom          | 2/12/02                              |                                                    | A                              | 695                                                             | A          | \$32.40 | 2,785                                                                                    | D                                                        |                                   |
| Common Stock                    | 9/7/00                               |                                                    | F                              | 146                                                             | D          | \$39.31 |                                                                                          |                                                          |                                   |
| Common Stock                    | 9/7/01                               |                                                    | F                              | 142                                                             | D          | \$32.67 |                                                                                          |                                                          |                                   |
| Common Stock                    | 4/25/01                              |                                                    | M                              | 750                                                             | A          | \$19.94 |                                                                                          |                                                          |                                   |
| Common Stock                    | 4/25/01                              |                                                    | S                              | 750                                                             | D          | \$47.00 |                                                                                          |                                                          |                                   |
| Common Stock                    | 4/25/01                              |                                                    | M                              | 2,300                                                           | A          | \$14.19 |                                                                                          |                                                          |                                   |
| Common Stock                    | 4/25/01                              |                                                    | S                              | 2,300                                                           | D          | \$47.00 | 2,610                                                                                    | D                                                        |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                 |            |         | 596                                                                                      | I                                                        | 401(k) Plan                       |

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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 (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. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------|-----|----------------------------------------------------------|------------------|-------------------------------------------------------------|----------------------------|--------------------------------------------|---------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
|                                                     |                                                        |                                      |                                                    |                                | (A)                                                                         | (D) | Date Exer-cisable                                        | Expira-tion Date | Title                                                       | Amount or Number of Shares |                                            |                                                                                 |                                                                                  |                                                        |
| Employee Non-Qualified Stock Options (right to buy) | \$19.94                                                | 4/25/01                              |                                                    | M                              | 750                                                                         |     | 2/17/98 <sup>(1)</sup>                                   | 2/17/08          | Common Stock                                                | 750                        |                                            | 1,250                                                                           | D                                                                                |                                                        |
| Employee Non-Qualified Stock Options (right to buy) | \$14.19                                                | 4/25/01                              |                                                    | M                              | 2,300                                                                       |     | 9/8/98 <sup>(1)</sup>                                    | 9/8/08           | Common Stock                                                | 2,300                      |                                            | 1,600                                                                           | D                                                                                |                                                        |

Explanation of Responses:

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

By: /s/ **DAVID R. LOONEY**  
David R. Looney

**2/11/03**  
Date

\*\*Signature of Reporting Person

\*\*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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