

EOG RESOURCES INC

FORM POSASR

(Post-effective Amendment to an automatic shelf registration of Form S-3ASR or Form F-3ASR)

Filed 10/03/08

Address	1111 BAGBY, SKY LOBBY2 HOUSTON, TX 77002
Telephone	7136517000
CIK	0000821189
Symbol	EOG
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Operations
Sector	Energy
Fiscal Year	12/31

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

**Post-Effective
Amendment No. 1
to**

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

EOG Resources, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation
or organization)

47-0684736

(I.R.S. Employer Identification
Number)

**1111 Bagby, Sky Lobby 2
Houston, Texas 77002
(713) 651-7000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Frederick J. Plaeger, II
Senior Vice President and General Counsel
EOG Resources, Inc.
1111 Bagby, Sky Lobby 2
Houston, Texas 77002
Telephone: (713) 651-7000
Facsimile: (713) 651-6987**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
**Arthur H. Rogers
Fulbright & Jaworski L.L.P.
1301 McKinney, Suite 5100
Houston, TX 77010
Telephone: (713) 651-5421
Facsimile: (713) 651-5246**

Approximate Date of Commencement of Proposed Sale to the Public: Not applicable. Termination of registration statement and deregistration of related securities that were not sold pursuant to the registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following

box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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PART II

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Termination of Registration Statement and Deregistration of Securities

On September 15, 2006, EOG Resources, Inc., a Delaware corporation (EOG), filed an automatic shelf registration statement on Form S-3, Registration No. 333-137341 (Existing Registration Statement), with the Securities and Exchange Commission (Commission), which was deemed effective upon filing. The Existing Registration Statement registered the offer and sale by EOG and/or certain selling stockholders of debt securities, preferred stock and common stock of EOG with an aggregate initial offering price not to exceed \$688,237,500 (Registered Securities).

On September 10, 2007, EOG sold \$600,000,000 aggregate principal amount of its 5.875% Senior Notes due 2017 pursuant to the Existing Registration Statement and a prospectus supplement filed with the Commission on September 7, 2007. EOG has decided to terminate the offering with respect to the remaining \$88,237,500 of the Registered Securities that are registered under the Existing Registration Statement. Pursuant to the undertaking contained in the Existing Registration Statement, EOG files this post-effective amendment to the Existing Registration Statement to remove from registration any remaining unsold amounts of the Registered Securities.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. Exhibits

Exhibit Number	Description
*24.2	— Power of Attorney of James C. Day

* Filed herewith.

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Signature

*

(Frank G. Wisner)

Title

Director

*By: /s/ PATRICIA L. EDWARDS

Patricia L. Edwards
Attorney-in-Fact
for persons indicated

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
*24.2	— Power of Attorney of James C. Day

* Filed herewith.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that, in connection with the filing by EOG Resources, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission (the "SEC") of a Post-Effective Amendment No. 1 (the "Amendment") to the Company's Registration Statement on Form S-3 filed with the SEC on September 15, 2006 (the "Registration Statement"), the undersigned director of the Company hereby constitutes and appoints Frederick J. Plaeger, II, Patricia L. Edwards and Michael P. Donaldson, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file the Amendment with the SEC, together with any and all amendments or supplements to the Amendment or the Registration Statement and with all exhibits and any and all documents required to be filed in respect of the Amendment or the Registration Statement with the SEC or any other regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all the said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand on September 30, 2008.

/s/ James C. Day
James C. Day