

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

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

1. Name and Address of Reporting Person* Textor Donald F. 381 Lattingtown Road Locust Valley NY 11560	2. Issuer Name and Ticker or Trading Symbol EOG Resources, Inc. (EOG)		6. Relationship of Reporting Person(s) to Issuer (check all applicable) _X_ Director ___ 10% Owner ___ Officer (give title below) ___ Other (specify below)	
	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 119-36-2589	4. Statement for Month/Day/Year 10/31/02 5. If amendment, Date of Original (Month/Day/Year) 09/30/02	7. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More Than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 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			

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 4 (cont.)

1. Name and Address of Reporting Person
 Textor Donald F.
 381 Lattingtown Road
 Locust Valley NY 11560

2. Issuer Name and Ticker or Trading Symbol
 EOG Resources, Inc. (EOG)

4. Statement for Month/Day/Year
 10/31/02

**Table II -Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Transaction Code (Instr. 8)		5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)		6. Date Exercisable and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Employee Director Stock Option (right to buy)	\$42.38	05/07/02		A	V	7,000		05/07/03 (1)	05/07/12	Common Stock	7,000		7,000 (2)	D	
Dividends Deferral Plan	\$35.10	01/15/02		A	V	0.797				Common Stock	0.797				
Director Fees Deferred in Deferral Plan	\$40.56	03/28/02		A	V	277.367				Common Stock	277.367				
Dividends Deferral Plan	\$38.03	04/12/02		A	V	0.898				Common Stock	0.898				
Director Fees Deferred in Deferral Plan	\$39.70	06/28/02		A	V	283.375				Common Stock	283.375				
Dividends Deferral Plan	\$35.35	07/15/02		A	V	1.446				Common Stock	1.446				
Director Fees Deferred in Deferral Plan	\$35.96	09/30/02		A	V	417.13				Common Stock	417.13		1,657	D	

Explanation of Responses:

- (1) - The option becomes exercisable in 50 percent increments beginning one year from the date of grant and one year later.
 (2) - Amending to correct total shares under column 9

By:/s/ DONALD F. TEXTOR
 Donald F. Textor
 **Signature of Reporting Person

10/31/02
 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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