

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2002

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission file number: 1-9743

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 No.)

333 Clay Street, Suite 4200, Houston, Texas 77002-7361
(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: 713-651-7000

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.01 par value	New York Stock Exchange
Preferred Share Purchase Rights	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K .

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No .

Aggregate market value of the voting stock held by nonaffiliates of the registrant, based on the closing sale price in the daily composite list for transactions on the New York Stock Exchange on June 28, 2002 was \$4,611,553,826. As of March 10, 2003, there were 114,940,924 shares of the registrant's Common Stock, \$.01 par value, outstanding.

Documents incorporated by reference. Portions of the following documents are incorporated by reference into the indicated parts of this report: Current Report on Form 8-K filed February 20, 2003 - Part I, II and IV; and Proxy Statement for the May 6, 2003 Annual Meeting of Shareholders to be filed within 120 days after December 31, 2002 ("Proxy Statement") - Part III.

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PART I

ITEM 1. *Business*

General

EOG Resources, Inc., a Delaware corporation organized in 1985 ("EOG"), together with its subsidiaries, explores for, develops, produces and markets natural gas and crude oil primarily in major producing basins in the United States, as well as in Canada and Trinidad and, to a lesser extent, selected other international areas. EOG's principal producing areas are further described under "Exploration and Production" below. EOG's website address is <http://www.eogresources.com>. EOG's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports are made available, free of charge, through its website as soon as reasonably practicable after such reports have been filed with or furnished to the Securities and Exchange Commission.

At December 31, 2002, EOG's estimated net proved natural gas reserves were 4,091 billion cubic feet ("Bcf") and estimated net proved crude oil, condensate and natural gas liquids reserves were 85 million barrels ("MMBbl") (see "Supplemental Information to Consolidated Financial Statements" on page 37 of EOG's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 20, 2003, which included financial statements of EOG for the fiscal year ended December 31, 2002 (the "Form 8-K filed on February 20, 2003")). At such date, approximately 49% of EOG's reserves (on a natural gas equivalent basis) was located in the United States, 19% in Canada and 32% in Trinidad. As of December 31, 2002, EOG employed approximately 1,000 persons, including foreign national employees.

EOG's business strategy is to maximize the rate of return on investment of capital by controlling all operating and capital costs. This strategy is intended to enhance the generation of cash flow and earnings from each unit of production on a cost-effective basis. EOG focuses its drilling activity toward natural gas deliverability in addition to natural gas reserve replacement and to a lesser extent crude oil exploitation and exploration. EOG focuses on the cost-effective utilization of advances in technology associated with the gathering, processing and interpretation of three-dimensional seismic data, the development of reservoir simulation models, the use of new and/or improved drill bits, mud motors and mud additives, and formation logging techniques and reservoir fracturing methods. These advanced technologies are used, as appropriate, throughout EOG to reduce the risks associated with all aspects of oil and gas reserve exploration, exploitation and development. EOG implements its strategy by emphasizing the drilling of internally generated prospects in order to find and develop low cost reserves. EOG also makes selected tactical acquisitions that result in additional economies of scale or land positions with significant additional prospects. Achieving and maintaining the lowest possible operating cost structure that is consistent with prudent and safe operations are also important goals in the implementation of EOG's strategy.

With respect to information on EOG's working interest in wells or acreage, "net" oil and gas wells or acreage are determined by multiplying "gross" oil and gas wells or acreage by EOG's working interest in the wells or acreage. Unless otherwise defined, all references to wells are gross.

Business Segments

EOG's operations are all natural gas and crude oil exploration and production related.

Exploration and Production

North American Operations

EOG's North American operations are organized into eight operating divisions, each focusing on several basins, utilizing personnel who have developed experience and expertise unique to the geology of the region, thereby leveraging EOG's knowledge and cost structure into enhanced returns on invested capital.

At December 31, 2002, 84% of EOG's proved United States reserves (on a natural gas equivalent basis) was natural gas and 16% was crude oil, condensate and natural gas liquids. A substantial portion of EOG's United States natural gas reserves are in long-lived fields with well-established production histories. EOG believes that opportunities exist to increase production in many of these fields through continued development and application of new technology. EOG will also continue an active exploration program, designed to extend existing fields and add

new trends to our broad portfolio of North American plays. The following is a summary of significant developments during 2002 and certain drilling plans for 2003 for EOG's North American operating divisions.

Midland, Texas Division. The Division operations are primarily focused in the Delaware, Val Verde and Midland Basin areas of West Texas, and Southeast New Mexico. During 2002, the Division continued to focus on improving drilling and exploration techniques in the Devonian Horizontal Trend with the successful implementation of dual lateral completion technology, which has lowered finding costs and improved rates of return for the play. The Division also introduced water-fracturing technology to the Devonian play with encouraging results. During 2002, the Division drilled 65 wells and net average daily production was 94 million cubic feet ("MMcf") per day of natural gas and 6.5 thousand barrels ("MBbl") per day of crude oil, condensate and natural gas liquids. The Midland Division plans an aggressive drilling program focused in the Devonian and Permo-Penn Carbonate Trends of West Texas, the Atoka/Morrow Trends in Southeast New Mexico, and in the Barnett Shale Trend of the Ft. Worth Basin. The Division will also continue to develop secondary recovery projects to increase production from existing fields. EOG has developed a wide range of new growth opportunities in the Permian Basin to ensure continued growth.

Denver, Colorado Division. Key producing and exploration areas continue to be in the traditional core areas of Big Piney - LaBarge Platform; Vernal - Uintah Basin / Chapita / Natural Buttes; and Southwest Wyoming - Washakie Basin. During 2002, the Division continued development of these core areas and further expanded the 2001 Uintah Basin exploration successes, drilling seven delineation wells. The Division drilled or participated in 76 development wells and eight wildcats during 2002. The activity level of 2002 was moderated from 2001, primarily due to fiscal restraint brought on by lower natural gas prices throughout the Rockies. Net production for the Division in 2002 averaged 121 MMcf per day of natural gas and 6.6 MBbl per day of crude oil, condensate and natural gas liquids. EOG expects that drilling will increase in Big Piney, Wyoming and Vernal, Utah during 2003.

Oklahoma City/Mid-Continent Division. The Mid-Continent Division had average net production during 2002 of approximately 71 MMcf per day of natural gas and 2.1 MBbl of crude oil and condensate. In the fourth quarter 2002, net average production of natural gas increased 19% to 81 MMcf per day in 2002 from 68 MMcf per day in 2001, in addition to an increase of crude oil and condensate production to 1.9 MBbl in the fourth quarter 2002 compared to 1.1 MBbl in the same period for 2001. The Division's production activities span 48 counties in four states with the volume increase resulting largely from the continued success in the Hugoton-Deep Trend drilling in Texas County, Oklahoma. The 2002 division drilling program included 128 wells in three states which resulted in 189% reserve replacement. Most notable for 2002, were seven wells drilled in the Hugoton-Deep, Marmaton play that produced 3 billion cubic feet equivalent ("Bcfe") in the last six months of 2002. In addition, the Division's Texas County War Party Waterflood produced 670 MBbl of crude oil from the Cherokee formation and the project paid out in less than ten months. The Division had numerous stratigraphic discoveries in other plays throughout the basin and expects to drill a slightly expanded program in 2003.

Tyler, Texas Division. Key areas of production for the Division are the Sabine Uplift Region, Upper Texas Coast and Mississippi Salt Basin. During 2002, the Division drilled or participated in 55 wells. Net production for the Division averaged approximately 106 MMcf per day of natural gas and 3.9 MBbl per day of crude oil, condensate and natural gas liquids in 2002. The Division had continued success in the Mississippi Salt Basin, drilling for the shallow Eutaw and Selma Chalk and the deep Hosston and Sligo Formations. EOG expects drilling in these areas to continue through 2003 and expects to have an active program in the East Texas Sabine Uplift Region.

Corpus Christi, Texas Division. The Corpus Christi Division had an active 2002, drilling 56 wells. During 2002, net production for the Division averaged 160 MMcf per day of natural gas, an increase of approximately 7% over 2001. The Division had reserve replacement through drilling of 135% and for the fifth year in a row the reserves per well drilled have increased. The principal areas of activity are in the Frio Trend in Matagorda, Nueces and San Patricio Counties, the Wilcox Trend in Duval County, and the Lobo/Roleta Trend in Webb and Zapata Counties. EOG expects that drilling will continue to be strong through 2003 in Nueces, San Patricio, Duval, Webb and Zapata Counties.

Pittsburgh, Pennsylvania Division. In 2002, the Division drilled 200 shallow wells. Net average production increased from 13 MMcf per day of natural gas in 2001 to 20 MMcf per day of natural gas in 2002. The Division expanded its acreage position by over 60,000 net acres in key exploratory and development plays, and plans to drill in excess of 200 wells in 2003. While most of the division drilling will concentrate on development wells, several higher impact exploratory and unconventional reservoir wells will be drilled in 2003.

Houston, Texas/Offshore Division. The Offshore Division focuses on the Gulf of Mexico in Texas and Louisiana. Two fields, Eugene Island 135 and Matagorda Island 623, account for over half of the Division's production. During 2002, total net production averaged approximately 63 MMcf per day of natural gas. Throughout 2002, the Division drilled or participated in eight wells, including a significant exploration discovery at South Timbalier 156. EOG operates and has a 50% working interest in this estimated 50 Bcfe discovery which is expected to commence sales in the third quarter of 2003. Another discovery on High Island 206 came on line in February 2003. Two successful development wells were drilled on the Matagorda Island 623 block. Deep water activity included the assignment, with regulatory permitting contingencies, of one half the working interest held in the Tuscany prospect, acquired in the 2001 Eastern Gulf Lease Sale, to an industry partner in consideration for their agreement to bear 100% of EOG's cost for drilling the initial exploratory well expected to be drilled in 2003. EOG retains a 37.5% working interest in the prospect.

Calgary, Canada Division. The Division conducts operations through EOG's Canadian subsidiary, EOG Resources Canada Inc., from offices in Calgary, Alberta. During 2002, the Division was again successful with its strategy of drilling a large number of shallow gas wells in Western Canada, which contributed to a record 1,089 wells drilled in 2002, and increased its reserve base and production potential. Strategic property and small corporate acquisitions were also utilized to expand the shallow gas platform area in Southwest Saskatchewan and Southeast Alberta. Division net production during 2002 averaged approximately 154 MMcf per day of natural gas, as compared to 126 MMcf per day of natural gas during 2001. New wells coming on stream late in the year increased December 2002 net average deliverability to 185 MMcfe per day. Key producing areas in the Western Canadian Sedimentary Basin were Sandhills, Blackfoot, SE Alberta Shallow and Grande Prairie – Wapiti.

Outside North America Operations

EOG has producing operations offshore Trinidad and is evaluating exploration, exploitation and development opportunities in selected other international areas. The Trinidad operations are conducted through its Trinidadian subsidiary, EOG Resources Trinidad Limited ("EOGRT"), from its Port of Spain, Trinidad, office.

Trinidad. In November 1992, EOG, through its subsidiary, EOGRT, was awarded a 95% working interest concession in the South East Coast Consortium ("SECC") Block offshore Trinidad, encompassing three undeveloped fields - the Kiskadee, Ibis and Oilbird fields, previously held by three government-owned energy companies. The Kiskadee and Ibis fields have since been developed. The Oilbird field was successfully appraised by the drilling of two wells in the fourth quarter of 2001 and will be developed over the next few years. The Oilbird 2 well encountered 380 feet of net pay and the Oilbird 3 well encountered 290 feet of net pay. A discovery was made with the Parula #1 wildcat well in 2002 which encountered 370 feet of net pay. This field is scheduled to be developed and brought on stream during 2004. Existing surplus processing and transportation capacity at the Pelican field facilities owned and operated by Trinidad and Tobago government-owned companies is being used to process and transport existing production. Natural gas is being sold into the local market under a take-or-pay agreement with the National Gas Company of Trinidad and Tobago. In 2002, deliveries net to EOG averaged 135 MMcf per day of natural gas and 2.4 MBbl per day of crude oil and condensate. In August 2002, EOG and its co-owners were granted a 25-year extension of the SECC Block through December 2029.

In July 1996, EOG, through its subsidiary, EOG Resources Trinidad-U(a) Block Ltd., signed a production sharing contract with the Government of Trinidad and Tobago for the Modified U(a) Block where EOG holds a 100% working interest. EOG drilled its first commitment well, OA-1, on this block in 1998. This well encountered over 500 feet of net pay. In the first quarter of 2001, EOG drilled the OA-2 well which encountered 305 feet of net pay and increased gross proved reserves to a field total of 870 Bcfe. In September 2001, EOG set a platform and jacket and first production began in the third quarter of 2002. This field supplies approximately 50 MMcf per day, net to EOG, under a 15-year natural gas supply contract to a 1,850 metric ton per day anhydrous ammonia plant which is owned by Caribbean Nitrogen Company Limited ("CNCL"), a Trinidadian company in which EOG has an approximate 16% equity interest. The construction of the plant was completed during the second quarter of 2002.

In April 2002, EOG, through its subsidiary, EOG Resources Trinidad LRL Unlimited, signed a production sharing contract with the Government of Trinidad and Tobago for the Lower Reverse "L" Block which is adjacent to the SECC Block. EOG holds a 100% working interest in the Lower Reverse "L" Block.

In October 2002, EOG, through its subsidiary, EOG Resources Trinidad-U(b) Block Unlimited, signed a production sharing contract with the Government of Trinidad and Tobago for the Modified U(b) Block which is also

adjacent to the SECC Block. EOG holds a 55% working interest in and operates the Modified U(b) Block and Primera Oil & Gas Ltd, a Trinidadian company, holds the remaining 45% interest.

EOGRT owns an approximate 16% equity interest in a Trinidadian company named CNCL which has constructed an ammonia plant in Pt. Lisas, Trinidad. The other shareholders in CNCL are Ferrostaal AG and subsidiaries of Duke Energy, Halliburton and CL Financial Ltd. At December 31, 2002, investment in CNCL was approximately \$14 million. CNCL commenced production in June 2002 and currently produces approximately 1,850 metric tons of ammonia daily. At December 31, 2002, CNCL had a long-term debt balance of approximately \$219 million, which is non-recourse to CNCL's shareholders. As part of the financing for CNCL, the shareholders agreed to enter into a post-completion deficiency loan agreement with CNCL to fund the costs of operation, payment of principal and interest to the principal creditor and other cash deficiencies of CNCL up to \$30 million, up to approximately \$5 million of which is to be provided by EOGRT. The Shareholders' Agreement requires the consent of the holders of 90% or more of the shares to take certain material actions. Accordingly, given its current level of equity ownership, EOGRT is able to exercise significant influence over the operating and financial policies of CNCL and therefore, it accounts for the investment using the equity method. During 2002, EOG recognized equity income of \$0.3 million.

Secondly, EOG, through its subsidiary, EOG Resources Nitro2000 Limited ("EOGNitro2000"), owns an approximate 31% equity interest in a Trinidadian company named Nitrogen (2000) Unlimited ("N2000"). The other shareholders in N2000 are subsidiaries of Ferrostaal AG, Halliburton and CL Financial Ltd. At December 31, 2002, EOG's investment in N2000 was approximately \$18 million. N2000 is constructing an ammonia plant in Trinidad, at an expected cost of approximately \$320 million and is expected to commence production in 2005. At December 31, 2002, N2000 had a long-term debt balance of approximately \$7 million, the repayment of which has been guaranteed by Ferrostaal AG. EOG has agreed to reimburse Ferrostaal AG for approximately \$400,000 in the event that Ferrostaal AG is required to pay the debt balance. Upon receipt of an amendment to N2000's certificate of environmental clearance and confirmation from the lender that it is satisfied with the amendment, this long-term debt will become non-recourse to all of N2000's shareholders. N2000 has received the amendment and is awaiting confirmation from the lender that it is satisfied with the amendment. As part of the loan agreement for the N2000 financing, affiliates of the shareholders have entered into a pre-completion deficiency loan agreement with N2000 to fund plant cost overruns up to \$15 million, up to approximately \$5 million of which is to be provided by the immediate parent company of EOGNitro2000. Affiliates of the shareholders have also entered into a post-completion deficiency loan agreement with N2000 to fund the costs of operation, payment of principal and interest to the principal creditor and other cash deficiencies of N2000 up to \$30 million, up to approximately \$9 million of which is to be provided by the immediate parent company of EOGNitro2000. The Shareholders' Agreement requires the consent of the holders of 90% or more of the shares to take certain material actions. Accordingly, given its current level of equity ownership, EOG, through EOGNitro2000, is able to exercise significant influence over the operating and financial policies of N2000 and therefore, it accounts for the investment using the equity method.

In November 2002, the EOG subsidiaries along with the Ferrostaal AG affiliates entered into share purchase agreements for the sale of a portion of their shareholdings in CNCL and N2000 with a third party energy company. EOG expects the EOG subsidiaries to close these transactions during the first quarter of 2003 once certain conditions precedent have occurred. The sale will leave the EOG subsidiaries with more than a 10% equity interest in each of CNCL and N2000. EOG does not expect these transactions to result in any gains or losses.

At December 31, 2002, EOG held approximately 194,500 net undeveloped acres in Trinidad.

Other International. EOG continues to evaluate other selected conventional natural gas and crude oil opportunities outside North America primarily by pursuing exploitation opportunities in countries where indigenous natural gas and crude oil reserves have been identified, including the United Kingdom.

Marketing

Wellhead Marketing. EOG's North America wellhead natural gas production is currently being sold on the spot market and under long-term natural gas contracts at market-responsive prices. In many instances, the long-term contract prices closely approximate the prices received for natural gas being sold on the spot market. Wellhead natural gas volumes from Trinidad are sold under either a contract with a fixed price schedule with annual escalations, or a contract that is price dependent on Caribbean ammonia index prices.

Substantially all of EOG's wellhead crude oil and condensate is sold under various terms and arrangements at market-responsive prices.

During 2002, sales to three subsidiaries of a major utility company accounted for 14% of EOG's oil and gas revenues. No other individual purchaser accounted for 10% or more of EOG's oil and gas revenues for the same period. EOG does not believe that the loss of any single purchaser will have a material adverse effect on the financial condition or results of operations of EOG.

Other Marketing. EOG Resources Marketing, Inc. ("EOGM"), a wholly owned subsidiary of EOG, is a marketing company engaging in various marketing activities. EOGM enters into natural gas sales transactions with various purchasers under a variety of terms and conditions and supplies these sales by purchasing natural gas from various sources, including third-party producers, marketing companies and EOG's own production. In addition, EOGM has purchased and constructed several small gas gathering systems in order to facilitate its entry into the gas gathering business on a limited basis.

Wellhead Volumes and Prices, and Lease and Well Expenses

The following table sets forth certain information regarding EOG's wellhead volumes of and average prices for natural gas per thousand cubic feet ("Mcf"), crude oil and condensate, and natural gas liquids per barrel ("Bbl"), and average lease and well expenses per thousand cubic feet equivalent ("Mcf"- natural gas equivalents are determined using the ratio of 6.0 Mcf of natural gas to 1.0 Bbl of crude oil, condensate or natural gas liquids) delivered during each of the three years in the period ended December 31, 2002.

	<u>Year Ended December 31,</u>		
	<u>2002</u>	<u>2001</u>	<u>2000</u>
Natural Gas Volumes (MMcf per day)			
United States	635	680	654
Canada.....	154	126	129
Trinidad.....	135	115	125
Total.....	<u>924</u>	<u>921</u>	<u>908</u>
Crude Oil and Condensate Volumes (MBbl per day)			
United States	18.8	22.0	22.8
Canada.....	2.1	1.7	2.1
Trinidad.....	2.4	2.1	2.6
Total.....	<u>23.3</u>	<u>25.8</u>	<u>27.5</u>
Natural Gas Liquids Volumes (MBbl per day)			
United States	2.9	3.5	4.0
Canada.....	0.8	0.5	0.7
Total.....	<u>3.7</u>	<u>4.0</u>	<u>4.7</u>
Average Natural Gas Prices (\$/Mcf)			
United States	\$ 2.89	\$ 4.26	\$ 3.96
Canada.....	2.67	3.78	3.33
Trinidad.....	1.20	1.22	1.17
Composite.....	<u>2.60</u>	<u>3.81</u>	<u>3.49</u>
Average Crude Oil and Condensate Prices (\$/Bbl)			
United States	\$ 24.79	\$ 25.06	\$ 29.68
Canada.....	23.62	22.70	27.76
Trinidad.....	23.58	24.14	30.14
Composite.....	<u>24.56</u>	<u>24.83</u>	<u>29.57</u>
Average Natural Gas Liquids Prices (\$/Bbl)			
United States	\$ 14.76	\$ 17.17	\$ 20.45
Canada.....	11.17	15.05	16.75
Composite.....	<u>14.05</u>	<u>16.89</u>	<u>19.87</u>
Lease and Well Expenses (\$/Mcf)			
United States	\$ 0.45	\$ 0.45	\$ 0.35
Canada.....	0.72	0.62	0.52
Trinidad.....	0.17	0.15	0.16
Composite.....	<u>0.45</u>	<u>0.44</u>	<u>0.35</u>

Competition

EOG actively competes for reserve acquisitions and exploration/exploitation leases, licenses and concessions, frequently against companies with substantially larger financial and other resources. To the extent EOG's exploration budget is lower than that of certain of its competitors, EOG may be disadvantaged in effectively competing for certain reserves, leases, licenses and concessions. Competitive factors include price, contract terms and quality of service, including pipeline connection times and distribution efficiencies. In addition, EOG faces competition from other worldwide energy supplies, such as natural gas from Canada.

Regulation

United States Regulation of Natural Gas and Crude Oil Production. Natural gas and crude oil production operations are subject to various types of regulation, including regulation in the United States by state and federal agencies.

United States legislation affecting the oil and gas industry is under constant review for amendment or expansion. Also, numerous departments and agencies, both federal and state, are authorized by statute to issue and have issued rules and regulations which, among other things, require permits for the drilling of wells, regulate the spacing of wells, prevent the waste of natural gas and liquid hydrocarbon resources through proration and restrictions on flaring, require drilling bonds and regulate environmental and safety matters. The regulatory burden on the oil and gas industry increases its cost of doing business and, consequently, affects its profitability.

A substantial portion of EOG's oil and gas leases in the Big Piney area and in the Gulf of Mexico, as well as some in other areas, are granted by the federal government and administered by the Bureau of Land Management (the "BLM") and the Minerals Management Service (the "MMS"), both federal agencies. Operations conducted by EOG on federal oil and gas leases must comply with numerous statutory and regulatory restrictions concerning the above and other matters. Certain operations must be conducted pursuant to appropriate permits issued by the BLM and the MMS.

BLM and MMS leases contain relatively standardized terms requiring compliance with detailed regulations and, in the case of offshore leases, orders pursuant to the Outer Continental Shelf Lands Act (which are subject to change by the MMS). Such offshore operations are subject to numerous regulatory requirements, including the need for prior MMS approval for exploration, development, and production plans, stringent engineering and construction specifications applicable to offshore production facilities, regulations restricting the flaring or venting of production, and regulations governing the plugging and abandonment of offshore wells and the removal of all production facilities. Under certain circumstances, the MMS may require operations on federal leases to be suspended or terminated. Any such suspension or termination could adversely affect EOG's interests.

The MMS amended the regulations governing the calculation of royalties and the valuation of crude oil produced from federal leases, effective June 1, 2000. The new rules modified the valuation procedures for both arm's-length and non-arm's-length crude oil transactions to decrease reliance on oil posted prices and assign a value to crude oil that, in the opinion of MMS, better reflects its market value. Two industry trade associations have sought judicial review of the new rules in federal district court. EOG cannot predict what effect the outcome of the litigation will be or what effect, if any, it will have on EOG's operations.

In March 2000, a federal district court vacated MMS regulations which sought to clarify the types of costs that are deductible transportation costs for purposes of royalty valuation of production sold off the lease. In particular, MMS disallowed deduction of costs associated with marketer fees, cash out and other pipeline imbalance penalties, or long-term storage fees. The United States has appealed the district court ruling. EOG cannot predict what the outcome of the appeal will be or what effect, if any, it will have on EOG's operations.

Sales of crude oil, condensate and natural gas liquids by EOG are made at unregulated market prices.

The transportation and sale for resale of natural gas in interstate commerce are regulated pursuant to the Natural Gas Act of 1938 (the "NGA") and the Natural Gas Policy Act of 1978 (the "NGPA"). These statutes are administered by the Federal Energy Regulatory Commission (the "FERC"). Effective January 1, 1993, the Natural Gas Wellhead Decontrol Act of 1989 deregulated natural gas prices for all "first sales" of natural gas, which includes all sales by EOG of its own production. All other sales of natural gas by EOG, such as those of natural gas purchased from third parties, remain jurisdictional sales subject to a blanket sales certificate under the NGA, which has flexible terms

and conditions. Consequently, all of EOG's sales of natural gas currently may be made at market prices, subject to applicable contract provisions. EOG's jurisdictional sales, however, are subject to the future possibility of greater federal oversight, including the possibility that the FERC might prospectively impose more restrictive conditions on such sales.

Since 1985, the FERC has endeavored to enhance competition in natural gas markets by making natural gas transportation more accessible to natural gas buyers and sellers on an open and nondiscriminatory basis. These efforts culminated in Order No. 636 and various rehearing orders ("Order No. 636"), which mandated a fundamental restructuring of interstate natural gas pipeline sales and transportation services, including the "unbundling" by interstate natural gas pipelines of the sales, transportation, storage, and other components of their service, and to separately state the rates for each unbundled service. Order No. 636 does not directly regulate EOG's activities, but has an indirect effect because of its broad scope. Order No. 636 has ended interstate pipelines' traditional role as wholesalers of natural gas, and substantially increased competition in natural gas markets. In spite of this uncertainty, Order No. 636 may enhance EOG's ability to market and transport its natural gas production, although it may also subject EOG to more restrictive pipeline imbalance tolerances and greater penalties for violation of such tolerances.

EOG owns, directly or indirectly, certain natural gas pipelines that it believes meet the traditional tests the FERC has used to establish a pipeline's status as a gatherer not subject to FERC jurisdiction under the NGA. State regulation of gathering facilities generally includes various safety, environmental, and in some circumstances, nondiscriminatory take requirements, but does not generally entail rate regulation. Natural gas gathering may receive greater regulatory scrutiny at both the state and federal levels as a result of pipeline restructuring under Order No. 636. For example, the Texas Railroad Commission has approved changes to its regulations governing transportation and gathering services performed by intrastate pipelines and gatherers, which prohibit such entities from unduly discriminating in favor of their affiliates. EOG's gathering operations could be adversely affected should they be subject in the future to the application of state or federal regulation of rates and services.

EOG's natural gas gathering operations also may be or become subject to safety and operational regulations relating to the design, installation, testing, construction, operation, replacement, and management of facilities. Additional rules and legislation pertaining to these matters are considered or adopted from time to time. EOG cannot predict what effect, if any, such legislation might have on its operations, but the industry could be required to incur additional capital expenditures and increased costs depending on future legislative and regulatory changes.

The FERC recently began a broad review of its transportation regulations, including how they operate in conjunction with state proposals for retail natural gas marketing restructuring, whether to eliminate cost-of-service rates for short-term transportation, whether to allocate all short-term capacity on the basis of competitive auctions, and whether changes to its long-term transportation policies may also be appropriate to alleviate a market bias toward short-term contracts. This review culminated in part with the FERC's issuance of Order No. 637 on February 9, 2000.

Order No. 637 revises the FERC's current regulatory framework for purposes of improving the efficiency of the market and providing captive pipeline customers with the opportunity to reduce their cost of holding long-term pipeline capacity while continuing to protect against the exercise of market power. Order No. 637 revises FERC pricing policy by waiving price ceilings for short-term released capacity for a two-year period and permitting pipelines to file for peak/off-peak and term differentiated rate structures. Order No. 637 does not, however, require the allocation of all short-term capacity on the basis of competitive auctions--as had been proposed by the FERC. Order No. 637 adopts changes in regulations relating to scheduling procedures, capacity segmentation and pipeline penalties to improve the competitiveness and efficiency of the interstate pipeline grid. It also narrows pipeline customers' right of first refusal to remove economic biases in the current rule, while still protecting captive customers' ability to resubscribe to long-term capacity. Finally, it improves the FERC's reporting requirements to provide more transparent pricing information and permit more effective monitoring of the market. Appeals of Order No. 637 are pending court review. EOG cannot predict what the outcome of that review will be or what effect it will have on EOG's operations.

While Order No. 637, and any subsequent FERC action will affect EOG only indirectly, the Order and related inquiries are intended to further enhance competition in natural gas markets, while maintaining adequate consumer protections.

EOG cannot predict the effect that any of the aforementioned orders or the challenges to such orders will ultimately have on EOG's operations. Additional proposals and proceedings that might affect the natural gas industry are considered from time to time by Congress, the FERC and the courts. EOG cannot predict when or whether any such proposals or proceedings may become effective. It should also be noted that the natural gas industry historically has

been very heavily regulated; therefore, there is no assurance that the less regulated approach currently being pursued by the FERC will continue indefinitely.

Environmental Regulation. Various federal, state and local laws and regulations covering the discharge of materials into the environment, or otherwise relating to the protection of the environment, affect EOG's operations and costs as a result of their effect on natural gas and crude oil exploration, development and production operations and could cause EOG to incur remediation or other corrective action costs in connection with a release of regulated substances, including crude oil, into the environment. In addition, EOG has acquired certain oil and gas properties from third parties whose actions with respect to the management and disposal or release of hydrocarbons or other wastes were not under EOG's control. Under environmental laws and regulations, EOG could be required to remove or remediate wastes disposed of or released by prior owners or operators. Compliance with such laws and regulations increases EOG's overall cost of business, but has not had a material adverse effect on EOG's operations or financial condition. It is not anticipated, based on current laws and regulations, that EOG will be required in the near future to expend amounts that are material in relation to its total exploration and development expenditure program in order to comply with each environmental law and regulation, but inasmuch as such laws and regulations are frequently changed, EOG is unable to predict the ultimate cost of compliance. EOG also could incur costs related to the clean up of sites to which it sent regulated substances for disposal and for damages to natural resources or other claims related to releases of regulated substances at such sites. In this regard, EOG has been named as a potentially responsible party in certain proceedings initiated pursuant to the Comprehensive Environmental Response, Compensation, and Liability Act and may be named as a potentially responsible party in other similar proceedings in the future. It is not anticipated that the costs incurred by EOG in connection with the presently pending proceedings will, individually or in the aggregate, have a materially adverse effect on the financial condition or results of operations of EOG.

Canadian Regulation. In Canada, the petroleum industry is subject to extensive controls and operates under various provincial and federal legislation and regulations governing land tenure, royalties, taxes, production rates, operational standards, environmental protection, health and safety, exports and other matters. EOG operates within this regulatory framework and continues to monitor and evaluate the impact of the regulatory regime when determining parameters for engaging in oil and gas activities and investments in Canada. The price of natural gas and crude oil in Canada has been deregulated and is determined by market conditions and negotiations between buyers and sellers in a North American market place. The North American Free Trade Agreement supports the on-going cross-border commercial transactions of the natural gas and crude oil business.

Various matters relating to the transportation and export of natural gas continue to be subject to regulation by provincial agencies and federally, by the National Energy Board; however, the North American Free Trade Agreement may have reduced the risk of altering existing cross-border commercial transactions through the assurance of fair implementation of regulatory changes, minimal disruption of contractual arrangements and the prohibition of discriminatory order restrictions and export taxes.

Canadian governmental regulations may have a material effect on the economic parameters for engaging in oil and gas activities in Canada and may have a material effect on the advisability of investments in Canadian oil and gas drilling activities. EOG is monitoring political, regulatory and economic developments in Canada.

Other International Regulation. EOG's exploration and production operations outside North America are subject to various types of regulations imposed by the respective governments of the countries in which EOG's operations are conducted, and may affect EOG's operations and costs within that country. EOG currently has operations offshore Trinidad.

Enron Corp. Bankruptcy

In December 2001, Enron Corp. and certain of its affiliates, including Enron North America Corp., filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code. EOG recorded \$19.2 million in charges associated with the Enron bankruptcies in the fourth quarter of 2001 related to certain contracts with Enron affiliates, including 2001 and 2002 natural gas and crude oil derivative contracts. Based on EOG's review of all matters related to Enron Corp. and its affiliates, EOG believes that Enron Corp.'s Chapter 11 proceedings will not have a material adverse effect on EOG's financial position.

By an order entered on June 21, 2002, the bankruptcy judge in the Enron bankruptcy case authorized the sale of 11.5 million shares of EOG common stock held by an affiliate of Enron. On November 22, 2002, the entire

11.5 million shares were sold by the Enron affiliate to an unaffiliated broker. EOG purchased one million shares of EOG common stock from the broker, and the remaining 10.5 million shares were sold by the broker to third parties.

Other Matters

Energy Prices. Since EOG is primarily a natural gas company, it is more significantly impacted by changes in natural gas prices than in the prices for crude oil, condensate or natural gas liquids. Average North America wellhead natural gas prices have fluctuated, at times rather dramatically, during the last three years. These fluctuations resulted in an 80% increase in the average wellhead natural gas price for North America received by EOG from 1999 to 2000, an increase of 9% from 2000 to 2001, and a decrease of 32% from 2001 to 2002. Wellhead natural gas volumes from Trinidad are sold under either a contract with a fixed price schedule with annual escalations, or a contract that is price dependent on Caribbean ammonia index prices. Substantially all of EOG's wellhead crude oil and condensate is sold under various terms and arrangements at market responsive prices. Crude oil and condensate prices also have fluctuated during the last three years. Due to the many uncertainties associated with the world political environment, the availabilities of other world wide energy supplies and the relative competitive relationships of the various energy sources in the view of consumers, EOG is unable to predict what changes may occur in natural gas, crude oil and condensate, and ammonia prices in the future.

Risk Management. EOG engages in price risk management activities from time to time. These activities are intended to manage EOG's exposure to fluctuations in commodity prices for natural gas and crude oil. EOG utilizes derivative financial instruments, primarily price swaps and collars, and fixed price physical contracts as a means to manage this price risk.

Presented below is a summary of EOG's 2003 natural gas financial collar contracts and natural gas and crude oil financial price swap contracts as of March 13, 2003 with prices expressed in dollars per million British thermal units (\$/MMBtu) and in dollars per barrel (\$/Bbl), as applicable, and notional volumes in million British thermal units per day (MMBtud) and in barrels per day (Bbld), as applicable. EOG accounts for these collar and swap contracts using mark-to-market accounting.

Month	Natural Gas Financial Collar Contracts					Financial Price Swap Contracts			
	Floor Price		Ceiling Price			Natural Gas		Crude Oil	
	Volume (MMBtud)	Floor Range (\$/MMBtu)	Weighted Average (\$/MMBtu)	Ceiling Range (\$/MMBtu)	Weighted Average (\$/MMBtu)	Volume (MMBtud)	Weighted Average Price (\$/MMBtu)	Volume (Bbld)	Weighted Average Price (\$/Bbl)
Jan *	50,000	\$3.87	\$3.87	\$6.09	\$6.09	--	--	2,000	\$27.34
Feb *	125,000	3.76 - 4.30	4.04	5.05 - 6.30	5.87	--	--	2,000	26.91
Mar *	125,000	3.61 - 4.20	3.93	5.00 - 6.20	5.77	100,000	\$5.19	4,000	27.96
Apr	125,000	3.59 - 4.02	3.82	4.80 - 6.03	5.33	100,000	4.96	5,000	27.77
May	125,000	3.54 - 3.92	3.74	4.70 - 5.92	5.24	100,000	4.82	5,000	27.04
Jun	125,000	3.56 - 3.89	3.74	4.70 - 5.90	5.25	100,000	4.77	5,000	26.43
Jul	125,000	3.59 - 3.91	3.76	4.73 - 5.91	5.27	100,000	4.77	5,000	25.90
Aug	125,000	3.60 - 3.91	3.76	4.73 - 5.91	5.27	100,000	4.77	5,000	25.49
Sep	125,000	3.60 - 3.89	3.75	4.73 - 5.89	5.26	100,000	4.74	5,000	25.19
Oct	125,000	3.60 - 3.90	3.75	4.73 - 5.90	5.27	100,000	4.74	5,000	24.90
Nov	125,000	3.77 - 4.04	3.90	4.90 - 6.04	5.43	--	--	5,000	24.70
Dec	125,000	3.92 - 4.18	4.04	5.05 - 6.18	5.57	--	--	5,000	24.47

* The January and February 2003 portions of these contracts are closed. March 2003 natural gas financial collar and natural gas financial price swap contracts are closed.

Tight Gas Sand Tax Credits (Section 29) and Severance Tax Exemption. United States federal tax law provided a tax credit of approximately \$0.52 per MMBtu of natural gas for production of certain fuels produced from nonconventional sources (including natural gas produced from tight formations), subject to a number of limitations. Fuels qualifying for the credit must be produced from a well drilled before January 1, 1993, and must have been sold before January 1, 2003.

In 1999 and 2000, EOG entered into arrangements with a third party whereby certain Section 29 credits were sold by EOG to the third party, and payments for such credits have been received on an as-generated basis. In January 2003, these arrangements were terminated.

Natural gas production from wells spudded or completed after May 24, 1989 and before September 1, 1996 in tight formations in Texas qualifies for a ten-year exemption from severance taxes, subject to certain limitations, during the period beginning September 1, 1991 and ending August 31, 2001. In addition, natural gas production from qualifying wells spudded or completed after August 31, 1996 and before September 1, 2002 is entitled to use a reduced severance tax rate for the first 120 consecutive months. However, the cumulative value of the tax reduction cannot exceed 50 percent of the drilling and completion costs incurred on a well by well basis.

Other. All of EOG's natural gas and crude oil activities are subject to the risks normally incident to the exploration for and development and production of natural gas and crude oil, including blowouts, cratering and fires, each of which could result in damage to life and property. Offshore operations are subject to usual marine perils, including hurricanes and other adverse weather conditions. EOG's activities are also subject to governmental regulations as well as interruption or termination by governmental authorities based on environmental and other considerations. In accordance with customary industry practices, insurance is maintained by EOG against some, but not all, of the risks. Losses and liabilities arising from such events could reduce revenues and increase costs to EOG to the extent not covered by insurance.

EOG's operations outside of North America are subject to certain risks, including expropriation of assets, risks of increases in taxes and government royalties, renegotiation of contracts with foreign governments, political instability, payment delays, limits on allowable levels of production and currency exchange and repatriation losses, as well as changes in laws, regulations and policies governing operations of foreign companies generally.

Current Executive Officers of the Registrant

The current executive officers of EOG and their names and ages are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Mark G. Papa	56	Chairman of the Board and Chief Executive Officer; Director
Edmund P. Segner, III	49	President and Chief of Staff; Director
Loren M. Leiker	49	Executive Vice President, Exploration and Development
Gary L. Thomas	53	Executive Vice President, Operations
Barry Hunsaker, Jr.	52	Senior Vice President and General Counsel
Timothy K. Driggers	41	Vice President, Accounting and Land Administration

Mark G. Papa was elected Chairman of the Board and Chief Executive Officer of EOG in August 1999, President and Chief Executive Officer and Director in September 1998, President and Chief Operating Officer in September 1997, President in December 1996 and was President-North America Operations from February 1994 to September 1998. Mr. Papa joined Belco Petroleum Corporation, a predecessor of EOG, in 1981.

Edmund P. Segner, III became President and Chief of Staff and Director of EOG in August 1999. He became Vice Chairman and Chief of Staff of EOG in September 1997. He was a director of EOG from January 1997 to October 1997. Mr. Segner is EOG's principal financial officer.

Loren M. Leiker was elected Executive Vice President, Exploration in May 1998 and was subsequently named Executive Vice President, Exploration and Development. He was previously Senior Vice President, Exploration. Mr. Leiker joined the international division of EOG in April 1989 as Exploration Manager.

Gary L. Thomas was elected Executive Vice President, North America Operations in May 1998 and was subsequently named Executive Vice President, Operations. He was previously Senior Vice President and General Manager of EOG's Midland Division. Mr. Thomas joined a predecessor of EOG in July 1978.

Barry Hunsaker, Jr. has been Senior Vice President and General Counsel since he joined EOG in May 1996.

Timothy K. Driggers was elected Vice President and Controller of EOG in October 1999 and was subsequently named Vice President, Accounting and Land Administration. He held management positions in the Financial Planning and Reporting Department of EOG from August 1995 to September 1998 and its former majority shareholder, Enron Corp., from October 1998 through September 1999. Mr. Driggers is EOG's principal accounting officer.

There are no family relationships among the officers listed, and there are no arrangements or understandings pursuant to which any of them were elected as officers. Officers are appointed or elected annually by the Board of Directors at its first meeting prior to the Annual Meeting of Shareholders, each to hold office until the corresponding meeting of the Board in the next year or until a successor shall have been elected, appointed or shall have qualified.

ITEM 2. Properties

Oil and Gas Exploration and Production Properties and Reserves

Reserve Information. For estimates of EOG's net proved and proved developed reserves of natural gas and liquids, including crude oil, condensate and natural gas liquids, see "Supplemental Information to Consolidated Financial Statements" in the Form 8-K filed on February 20, 2003.

There are numerous uncertainties inherent in estimating quantities of proved reserves and in projecting future rates of production and timing of development expenditures, including many factors beyond the control of the producer. The reserve data set forth in Supplemental Information to Consolidated Financial Statements represent only estimates. Reserve engineering is a subjective process of estimating underground accumulations of natural gas and liquids, including crude oil, condensate and natural gas liquids, that cannot be measured in an exact manner. The accuracy of any reserve estimate is a function of the amount and quality of available data and of engineering and geological interpretation and judgment. As a result, estimates of different engineers normally vary. In addition, results of drilling, testing and production subsequent to the date of an estimate may justify revision of such estimate. Accordingly, reserve estimates are often different from the quantities ultimately recovered. The meaningfulness of such estimates is highly dependent upon the accuracy of the assumptions upon which they were based.

In general, the volume of production from oil and gas properties owned by EOG declines as reserves are depleted. Except to the extent EOG acquires additional properties containing proved reserves or conducts successful exploration, exploitation and development activities, the proved reserves of EOG will decline as reserves are produced. Volumes generated from future activities of EOG are therefore highly dependent upon the level of success in finding or acquiring additional reserves and the costs incurred in so doing. EOG's estimates of reserves filed with other federal agencies agree with the information set forth in Supplemental Information to Consolidated Financial Statements.

Acresage. The following table summarizes EOG's developed and undeveloped acreage at December 31, 2002. Excluded is acreage in which EOG's interest is limited to owned royalty, overriding royalty and other similar interests.

	<u>Developed</u>		<u>Undeveloped</u>		<u>Total</u>	
	<u>Gross</u>	<u>Net</u>	<u>Gross</u>	<u>Net</u>	<u>Gross</u>	<u>Net</u>
United States						
Texas	436,193	266,141	801,028	716,586	1,237,221	982,727
Wyoming.....	167,433	126,583	475,598	336,777	643,031	463,360
Oklahoma.....	202,357	137,330	187,207	145,580	389,564	282,910
Offshore Gulf of Mexico.....	222,873	73,677	154,440	78,107	377,313	151,784
New Mexico.....	106,017	67,300	184,766	121,859	290,783	189,159
Pennsylvania	78,344	66,985	109,570	100,887	187,914	167,872
Utah.....	74,514	50,449	185,470	116,843	259,984	167,292
West Virginia.....	96,302	96,062	82,479	56,446	178,781	152,508
Montana	119,326	630	177,259	141,983	296,585	142,613
Ohio.....	69,932	66,911	30,080	30,467	100,012	97,378
California	2,577	1,647	94,895	93,185	97,472	94,832
New York.....	-	-	101,502	84,008	101,502	84,008
Colorado.....	21,335	1,294	113,922	72,452	135,257	73,746
South Dakota.....	-	-	50,958	50,958	50,958	50,958
Mississippi	11,763	10,770	31,400	30,208	43,163	40,978
Louisiana	10,763	9,387	26,278	21,890	37,041	31,277
Michigan	-	-	42,050	22,819	42,050	22,819
Kansas	10,886	8,705	5,864	3,526	16,750	12,231
Nevada	-	-	11,744	11,744	11,744	11,744
North Dakota.....	3,251	1,851	6,814	6,439	10,065	8,290
Arkansas.....	3,042	1,143	628	228	3,670	1,371
Alabama	-	-	212	193	212	193
Total United States	<u>1,636,908</u>	<u>986,865</u>	<u>2,874,164</u>	<u>2,243,185</u>	<u>4,511,072</u>	<u>3,230,050</u>
Canada						
Saskatchewan.....	372,861	339,822	144,318	132,197	517,179	472,019
Alberta.....	796,792	560,934	489,055	420,857	1,285,847	981,791
Manitoba	13,363	11,981	57,515	57,515	70,878	69,496
British Columbia.....	1,298	806	29,223	21,103	30,521	21,909
New Brunswick.....	219	33	-	-	219	33
Northwest Territories	-	-	1,139,140	266,249	1,139,140	266,249
Total Canada.....	<u>1,184,533</u>	<u>913,576</u>	<u>1,859,251</u>	<u>897,921</u>	<u>3,043,784</u>	<u>1,811,497</u>
Trinidad	<u>41,546</u>	<u>40,379</u>	<u>240,540</u>	<u>194,532</u>	<u>282,086</u>	<u>234,911</u>
Total.....	<u>2,862,987</u>	<u>1,940,820</u>	<u>4,973,955</u>	<u>3,335,638</u>	<u>7,836,942</u>	<u>5,276,458</u>

Producing Well Summary. The following table reflects EOG's ownership in gas and oil wells located in Texas, the Gulf of Mexico, Oklahoma, New Mexico, Utah, Pennsylvania, Wyoming, and various other states, Canada and Trinidad at December 31, 2002. Gross gas and oil wells include 545 with multiple completions.

	<u>Productive Wells</u>	
	<u>Gross</u>	<u>Net</u>
Gas	12,561	9,269
Oil	<u>1,569</u>	<u>1,311</u>
Total	<u>14,130</u>	<u>10,580</u>

Drilling and Acquisition Activities. During the years ended December 31, 2002, 2001 and 2000 EOG spent approximately \$836 million, \$1,163 million and \$710 million, respectively, for exploratory and development drilling and acquisition of leases and producing properties. EOG drilled, participated in the drilling of or acquired wells as set out in the table below for the periods indicated:

	Year Ended December 31,					
	2002		2001		2000	
	Gross	Net	Gross	Net	Gross	Net
Development Wells Completed						
North America						
Gas	1,465	1,204.93	1,550	1,311.86	743	611.93
Oil	88	64.27	124	107.06	93	83.46
Dry	84	74.88	95	81.68	51	44.03
Total	1,637	1,344.08	1,769	1,500.60	887	739.42
Outside North America						
Gas	-	-	3	2.90	-	-
Oil	-	-	-	-	-	-
Dry	-	-	-	-	-	-
Total	-	-	3	2.90	-	-
Total Development	1,637	1,344.08	1,772	1,503.50	887	739.42
Exploratory Wells Completed						
North America						
Gas	22	17.97	24	18.38	19	11.85
Oil	4	3.00	10	7.10	4	4.00
Dry	22	17.87	29	23.05	26	20.00
Total	48	38.84	63	48.53	49	35.85
Outside North America						
Gas	1	0.95	-	-	-	-
Oil	-	-	-	-	-	-
Dry	-	-	1	0.25	1	1.00
Total	1	0.95	1	0.25	1	1.00
Total Exploratory	49	39.79	64	48.78	50	36.85
Total	1,686	1,383.87	1,836	1,552.28	937	776.27
Wells in Progress at end of period	50	42.93	71	59.04	46	40.19
Total	1,736	1,426.80	1,907	1,611.32	983	816.46
Wells Acquired*						
Gas	664	374.06	1,089	981.53	1,315	985.37
Oil	7	4.21	53	51.04	168	120.70
Total	671	378.27	1,142	1,032.57	1,483	1,106.07

* Includes the acquisition of additional interests in certain wells in which EOG previously owned an interest.

All of EOG's drilling activities are conducted on a contract basis with independent drilling contractors. EOG owns no drilling equipment.

ITEM 3. Legal Proceedings

The information required by this Item is incorporated by reference from the Contingencies section in Note 7 of Notes to Consolidated Financial Statements included in the Form 8-K filed on February 20, 2003 and attached hereto as Exhibit 99.1.

ITEM 4. Submission of Matters to a Vote of Security Holders

There were no matters submitted to a vote of security holders during the fourth quarter of 2002.

PART II**ITEM 5. Market for the Registrant's Common Equity and Related Shareholder Matters**

The following table sets forth, for the periods indicated, the high and low sales prices per share for the common stock of EOG, as reported on the New York Stock Exchange Composite Tape, and the amount of cash dividends declared per share.

	<u>Price Range</u>		<u>Cash Dividend</u>
	<u>High</u>	<u>Low</u>	
<u>2002</u>			
First Quarter	\$41.32	\$30.50	\$0.040
Second Quarter	44.15	37.11	0.040
Third Quarter	39.68	30.02	0.040
Fourth Quarter	42.00	32.40	0.040
<u>2001</u>			
First Quarter	\$55.50	\$39.30	\$0.035
Second Quarter	49.86	34.91	0.040
Third Quarter	36.99	25.80	0.040
Fourth Quarter	39.66	27.65	0.040

As of March 10, 2003 there were approximately 400 record holders of EOG's common stock, including individual participants in security position listings. There are an estimated 62,500 beneficial owners of EOG's common stock, including shares held in street name.

EOG currently intends to continue to pay quarterly cash dividends on its outstanding shares of common stock. However, the determination of the amount of future cash dividends, if any, to be declared and paid will depend upon, among other things, the financial condition, funds from operations, level of exploration, exploitation and development expenditure opportunities and future business prospects of EOG.

ITEM 6. Selected Financial Data

(In Thousands, Except Per Share Amounts)	Year Ended December 31,				
	2002	2001	2000	1999	1998
Statement of Income Data:					
Net Operating Revenues	\$1,095,036	\$1,654,887	\$1,489,895	\$842,099	\$808,252
Operating Expenses					
Lease and Well	179,429	175,446	140,915	132,233	137,932
Exploration Costs	60,228	67,467	67,196	52,773	65,940
Dry Hole Costs	46,749	71,360	17,337	11,893	22,751
Impairments	68,430	79,156	46,478	161,817 ⁽¹⁾	32,904
Depreciation, Depletion and Amortization....	398,036	392,399	359,265	329,668	314,278
General and Administrative	88,952	79,963	66,932	82,857	69,010
Taxes Other Than Income	71,881	95,333	94,909	52,670	51,776
Charges Associated with Enron Bankruptcy .	-	19,211	-	-	-
Total	913,705	980,335	793,032	823,911	694,591
Operating Income	181,331	674,552	696,863	18,188	113,661
Other Income (Expense), Net	(2,005)	2,003	(2,300)	611,343 ⁽²⁾	(4,800)
Interest Expense (Net Of Interest Capitalized)	59,654	45,110	61,006	61,819	48,579
Income Before Income Taxes	119,672	631,445	633,557	567,712	60,282
Income Tax Provision (Benefit)	32,499	232,829	236,626	(1,382) ⁽³⁾	4,111 ⁽⁴⁾
Net Income	87,173	398,616	396,931	569,094	56,171
Preferred Stock Dividends	11,032	10,994	11,028	535	-
Net Income Available to Common	\$ 76,141	\$ 387,622	\$ 385,903	\$568,559	\$ 56,171
Net Income Per Share Available to Common					
Basic	\$ 0.66	\$ 3.35	\$ 3.30	\$ 4.04	\$ 0.36
Diluted	\$ 0.65	\$ 3.30	\$ 3.24	\$ 4.01	\$ 0.36
Average Number of Common Shares					
Basic	115,335	115,765	116,934	140,648	154,002
Diluted	117,245	117,488	119,102	141,627	154,573

(In Thousands)	At December 31,				
	2002	2001	2000	1999	1998
Balance Sheet Data:					
Net Oil and Gas Properties	\$3,321,548	\$3,055,910	\$2,525,007	\$2,334,928	\$2,676,363
Total Assets	3,814,006	3,414,044	3,001,253	2,610,793	3,018,095
Long-Term Debt					
Third Party	1,145,132	855,969	859,000	990,306	942,779
Affiliate	-	-	-	-	200,000
Deferred Revenue	-	-	-	-	4,198
Shareholders' Equity	1,672,395	1,642,686	1,380,925	1,129,611	1,280,304

- (1) Includes \$133 million non-cash charges in connection with impairments and/or EOG's decision to dispose of projects no longer deemed central to its business.
- (2) Includes a \$575 million tax-free gain on the share exchange transactions with a former majority shareholder.
- (3) Includes benefits of \$8 million relating to tight gas sands federal income tax credits.
- (4) Includes a benefit of \$2 million related to the final audit assessments of India taxes for certain prior years, a benefit of \$3.8 million related to reduced deferred franchise taxes, \$3.5 million related to cumulative Venezuela deferred tax benefits and \$12 million relating to tight gas sands federal income tax credits.

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Information required by this Item is incorporated by reference from pages 4 through 13 of the Form 8-K filed on February 20, 2003 and attached hereto as Exhibit 99.1.

Information Regarding Forward-Looking Statements

This Annual Report on Form 10-K includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical facts, including, among others, statements regarding EOG's future financial position, business strategy, budgets, reserve information, projected levels of production, projected costs and plans and objectives of management for future operations, are forward-looking statements. EOG typically uses words such as "expect," "anticipate," "estimate," "strategy," "intend," "plan," "target" and "believe" or the negative of those terms or other variations of them or by comparable terminology to identify its forward-looking statements. In particular, statements, express or implied, concerning future operating results, the ability to replace or increase reserves or to increase production, or the ability to generate income or cash flows are forward-looking statements. Forward-looking statements are not guarantees of performance. Although EOG believes its expectations reflected in forward-looking statements are based on reasonable assumptions, no assurance can be given that these expectations will be achieved. Important factors that could cause actual results to differ materially from the expectations reflected in the forward-looking statements include, among others: the timing and extent of changes in commodity prices for crude oil, natural gas and related products and interest rates; the extent and effect of any hedging activities engaged in by EOG; the extent of EOG's success in discovering, developing, marketing and producing reserves and in acquiring oil and gas properties; the accuracy of reserve estimates, which by their nature involve the exercise of professional judgment and may therefore be imprecise; political developments around the world, including terrorist activities and responses to such activities; acts of war; and financial market conditions. In light of these risks, uncertainties and assumptions, the events anticipated by EOG's forward-looking statements might not occur. EOG undertakes no obligations to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.

ITEM 7A. *Quantitative and Qualitative Disclosures About Market Risk*

EOG's exposure to interest rate risk and commodity price risk is discussed respectively in the Financing and Outlook sections of the "Management's Discussion and Analysis of Financial Condition and Results of Operations -- Capital Resources and Liquidity," which is incorporated by reference from pages 7 through 10 of the Form 8-K filed on February 20, 2003. EOG's exposure to foreign currency exchange rate risks and other market risks is insignificant.

ITEM 8. *Financial Statements and Supplementary Data*

Information required by this Item is incorporated by reference from portions of the Form 8-K filed on February 20, 2003 and attached hereto as Exhibit 99.1 as indicated:

<u>Cross Reference to Applicable Sections of Form 8-K filed on February 20, 2003</u>	<u>Beginning on Page</u>
Reports of Independent Public Accountants	15
Consolidated Financial Statements.....	17
Notes to Consolidated Financial Statements	21
Supplemental Information to Consolidated Financial Statements	37
Unaudited Quarterly Financial Information	45

ITEM 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*

The required information has been previously reported in Item 4 of EOG's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 1, 2002.

PART III

ITEM 10. *Directors and Executive Officers of the Registrant*

The information required by this Item regarding directors is incorporated by reference from the Proxy Statement to be filed within 120 days after December 31, 2002, under the caption entitled "Election of Directors."

See list of "Current Executive Officers of the Registrant" in Part I located elsewhere herein.

ITEM 11. *Executive Compensation*

The information required by this Item is incorporated by reference from the Proxy Statement to be filed within 120 days after December 31, 2002, under the caption "Compensation of Directors and Executive Officers."

ITEM 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

EOG has various stock plans under which employees and non-employee members of the Board of Directors of EOG and its subsidiaries have been or may be granted certain equity compensation consisting of stock options and restricted stock and units. The following table sets forth data for EOG's stock plans aggregated by the various plans approved by security holders and those plans not approved by security holders for the year ended 2002. (In thousands, except per share data.)

<i>Plan Category</i>	<u>2002</u>		
	<u>Outstanding At December 31</u>	<u>Average Grant Price</u>	<u>Available For Future Grant</u>
Equity Compensation Plans Approved by Security Holders	2,374	\$29.05	1,796
Equity Compensation Plans Not Approved by Security Holders	<u>6,243</u>	\$27.13	<u>1,136</u>
Total	<u>8,617</u>	\$27.66	<u>2,932</u>

Stock Plans Not Approved by Security Holders. EOG maintains the 1994 Stock Plan, which provides equity compensation to employees who are not officers within the meaning of Rule 16a-1 of the Securities Exchange Act of 1934, as amended. Under the plan, employees have been or may be granted stock options (rights to purchase shares of common stock of EOG at a price not less than the market price of the stock at the date of grant). Stock options vest either immediately at the date of grant or up to four years from the date of grant based on the nature of the grants and as defined in individual grant agreements. Terms for stock options granted under the plan have not exceeded a maximum term of 10 years. Employees have also been or may be granted restricted shares and/or units without cost to the employee. The shares and units granted vest to the employee at various times ranging from one to five years as defined in individual grant agreements. Upon vesting, restricted shares are released to the employee. Upon vesting, restricted units are converted into one share of common stock and released to the employee.

The Board of Directors of EOG also approved a one-time grant to non-employee directors of EOG in 1998 and a one-time grant to non-employee directors of EOG Resources Trinidad Ltd. in 1999. The grants have a 10-year term and vested 50% on the first anniversary and 50% on the second anniversary of the date of grant.

Deferral Plan Phantom Stock Account. EOG maintains the 1996 Deferral Plan under which payment of base salary, annual bonus and director fees may be deferred to a later specified date. Participants may choose to have their deferrals of compensation placed into a Phantom Stock Account, in which deferrals are treated as if they had purchased shares of EOG common stock at the closing stock price on the date of deferral. Dividends are credited quarterly and treated as if reinvested in EOG common stock. Payment of the Phantom Stock Account is made in actual shares of EOG common stock. A total of 60,000 shares have been registered for issuance under the plan. As of December 31, 2002, 29,125 phantom stock units had been issued and 30,875 remained available for issuance under the plan.

Other information required by this Item is incorporated by reference from the Proxy Statement to be filed within 120 days after December 31, 2002, under the captions "Election of Directors" and "Compensation of Directors and Executive Officers."

ITEM 13. *Certain Relationships and Related Transactions*

The information required by this Item is incorporated by reference from the Proxy Statement to be filed within 120 days after December 31, 2002, under the caption "Certain Transactions."

ITEM 14. *Controls and Procedures*

Based on an evaluation of the disclosure controls and procedures conducted within 90 days prior to the filing date of this report on Form 10-K, the Chairman of the Board and Chief Executive Officer, Mark G. Papa, and the President and Chief of Staff, and Principal Financial Officer, Edmund P. Segner, III, have concluded that the disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) promulgated under the Securities Exchange Act of 1934) are effective. There were no significant changes in the internal controls or in other factors that could significantly affect those controls subsequent to the date of the evaluation thereof.

PART IV

ITEM 15. *Financial Statements and Financial Statement Schedule, Exhibits and Reports on Form 8-K*

Information required by this Item is incorporated by reference from portions of the Form 8-K filed on February 20, 2003 and attached hereto as Exhibit 99.1 as indicated:

(a)(1) Financial Statements and Supplemental Data

Cross Reference to Applicable Sections of Form 8-K filed on February 20, 2003	Beginning on Page
Consolidated Financial Statements.....	17
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REPORTS OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Board of Directors and Stockholders of
EOG Resources, Inc.
Houston, Texas

We have audited the financial statements of EOG Resources, Inc. as of December 31, 2002, and for the year in the period ended December 31, 2002, and have issued our report thereon dated February 19, 2003; such financial statements and report are included in your Current Report on Form 8-K dated February 20, 2003, and are incorporated herein by reference. Our audits also included the financial statement schedule of EOG Resources, Inc, listed in Item 15. This financial statement schedule is the responsibility of the Corporation's management. Our responsibility is to express an opinion based on our audits. In our opinion, such financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

DELOITTE & TOUCHE LLP

February 19, 2003

REPORTS OF INDEPENDENT PUBLIC ACCOUNTANTS (Continued)

EOG dismissed Arthur Andersen LLP on February 27, 2002 and subsequently engaged Deloitte & Touche LLP as its independent auditors. The predecessor auditor's report appearing below is a copy of Arthur Andersen's previously issued report dated February 21, 2002. Since EOG is unable to obtain a current manually signed audit report, a copy of Arthur Andersen's most recent signed and dated report has been included to satisfy filing requirements, as permitted under Rule 2-02(e) of Regulation S-X.

To EOG Resources, Inc.:

We have audited in accordance with auditing standards generally accepted in the United States the financial statements included in EOG Resources, Inc.'s Current Report on Form 8-K dated February 27, 2002, incorporated by reference in this Form 10-K, and have issued our report thereon dated February 21, 2002. Our audit was made for the purpose of forming an opinion on those statements taken as a whole. The schedule included in this item is the responsibility of the Company's management and is presented for purposes of complying with the Securities and Exchange Commission's rules and is not part of the basic financial statements. This schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly states in all material respects the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

ARTHUR ANDERSEN LLP

Houston, Texas
February 21, 2002

(a)(2) Financial Statement Schedule

Schedule II

EOG RESOURCES, INC.

VALUATION AND QUALIFYING ACCOUNTS AND RESERVES
For the Years Ended December 31, 2002, 2001 and 2000
(In Thousands)

Column A	Column B	Column C	Column D	Column E
Description	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Deductions for Purpose for Which Reserves Were Created	Balance at End of Year
2002				
Reserves deducted from assets to which they apply--				
Allowance for Doubtful Accounts.....	\$ 20,114	\$ 182	\$ 9	\$ 20,287
2001				
Reserves deducted from assets to which they apply--				
Allowance for Doubtful Accounts.....	\$ 1,558	\$ 19,211	\$ 655	\$ 20,114
2000				
Reserves deducted from assets to which they apply--				
Allowance for Doubtful Accounts.....	\$ 1,060	\$ 500	\$ 2	\$ 1,558

Other financial statement schedules have been omitted because they are inapplicable or the information required therein is included elsewhere in the consolidated financial statements or notes thereto.

(a)(3) Exhibits

See pages 23 through 28 for a listing of the exhibits.

(b) Reports on Form 8-K

Current Report on Form 8-K filed on October 22, 2002 to provide estimate for the fourth quarter and full year 2002 in Item 9 - Regulation FD Disclosure.

Current Report on Form 8-K filed on December 11, 2002 to report an amendment to EOG's Rights Agreement dated as of February 14, 2000 between EOG and EquiServe Trust Company, N.A. in Item 5 - Other Events and to present as an exhibit the said amendment in Item 7 - Financial Statements and Exhibits.

EXHIBITS

Exhibits not incorporated herein by reference to a prior filing are designated by an asterisk (*) and are filed herewith; all exhibits not so designated are incorporated herein by reference to EOG's Form S-1 Registration Statement, Registration No. 33-30678, filed on August 24, 1989 ("Form S-1"), or as otherwise indicated.

<u>Exhibit Number</u>	<u>Description</u>
3.1(a)	-- Restated Certificate of Incorporation (Exhibit 3.1 to Form S-1).
3.1(b)	-- Certificate of Amendment of Restated Certificate of Incorporation (Exhibit 4.1(b) to Form S-8 Registration Statement No. 33-52201, filed February 8, 1994).
3.1(c)	-- Certificate of Amendment of Restated Certificate of Incorporation (Exhibit 4.1(c) to Form S-8 Registration Statement No. 33-58103, filed March 15, 1995).
3.1(d)	-- Certificate of Amendment of Restated Certificate of Incorporation, dated June 11, 1996 (Exhibit 3(d) to Form S-3 Registration Statement No. 333-09919, filed August 9, 1996).
3.1(e)	-- Certificate of Amendment of Restated Certificate of Incorporation, dated May 7, 1997 (Exhibit 3(e) to Form S-3 Registration Statement No. 333-44785, filed January 23, 1998).
3.1(f)	-- Certificate of Ownership and Merger, dated August 26, 1999 (Exhibit 3.1(f) to EOG's Annual Report on Form 10-K for the year ended December 31, 1999).
3.1(g)	-- Certificate of Designations of Series E Junior Participating Preferred Stock, dated February 14, 2000 (Exhibit 2 to Form 8-A Registration Statement, filed February 18, 2000).
3.1(h)	-- Certificate of Designation, Preferences and Rights of Fixed Rate Cumulative Perpetual Senior Preferred Stock, Series B, dated July 19, 2000 (Exhibit 3.1(h) to EOG's Registration Statement on Form S-3 Registration Statement No. 333-46858, filed September 28, 2000).
3.1(i)	-- Certificate of Designation, Preferences and Rights of the Flexible Money Market Cumulative Preferred Stock, Series D, dated July 25, 2000 (Exhibit 3.1(i) to EOG's Registration Statement on Form S-3 Registration Statement No. 333-46858, filed September 28, 2000).
3.1(j)	-- Certificate of Elimination of the Fixed Rate Cumulative Perpetual Senior Preferred Stock, Series A, dated September 15, 2000 (Exhibit 3.1(j) to EOG's Registration Statement on Form S-3 Registration Statement No. 333-46858, filed September 28, 2000).
3.1(k)	-- Certificate of Elimination of the Flexible Money Market Cumulative Preferred Stock, Series C, dated September 15, 2000 (Exhibit 3.1(k) to EOG's Registration Statement on Form S-3 Registration Statement No. 333-46858, filed September 28, 2000).
*3.2	-- By-laws, dated August 23, 1989, as amended and restated effective as of February 20, 2003.
4.1(a)	-- Specimen of Certificate evidencing the Common Stock (Exhibit 3.3 to EOG's Annual Report on Form 10-K for the year ended December 31, 1999).
4.1(b)	-- Specimen of Certificate Evidencing Fixed Rate Cumulative Perpetual Senior Preferred Stock, Series B (Exhibit 4.3(g) to EOG's Registration Statement on Form S-4 Registration Statement No. 333-36056, filed June 7, 2000).

<u>Exhibit Number</u>	<u>Description</u>
4.1(c)	-- Specimen of Certificate Evidencing Flexible Money Market Cumulative Preferred Stock, Series D (Exhibit 4.3(g) to EOG's Registration Statement on Form S-4 Registration Statement No. 333-36416, filed June 12, 2000).
4.2	-- Rights Agreement, dated as of February 14, 2000, between EOG and First Chicago Trust Company of New York, which includes the form of Rights Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C (Exhibit 1 to EOG's Registration Statement on Form 8-A, filed February 18, 2000).
4.3	-- Form of Rights Certificate (Exhibit 3 to EOG's Registration Statement on Form 8-A, filed February 18, 2000).
4.4	-- Indenture dated as of September 1, 1991, between EOG and Chase Bank of Texas National Association (formerly, Texas Commerce Bank National Association) (Exhibit 4(a) to EOG's Registration Statement on Form S-3 Registration Statement No. 33-42640, filed September 6, 1991).
4.5	-- Indenture dated as of _____, 2000, between EOG and The Bank of New York (Exhibit 4.6 to EOG's Registration Statement on Form S-3 Registration Statement No. 333-46858, filed September 28, 2000).
4.6	-- Amendment, dated as of December 13, 2001, to the Rights Agreement, dated as of February 14, 2000, between EOG and First Chicago Trust Company of New York, as rights agent (Exhibit 2 to Amendment No. 1 to EOG's Registration Statement on Form 8-A/A filed December 14, 2001).
4.7	-- Letter dated December 13, 2001, from First Chicago Trust Company of New York to EOG resigning as rights agent effective January 12, 2002 (Exhibit 3 to Amendment No. 2 to EOG's Registration Statement on Form 8-A/A filed February 7, 2002).
4.8	-- Amendment, dated as of December 20, 2001, to the Rights Agreement, dated as of February 14, 2000, as amended, between EOG and First Chicago Trust Company of New York, as rights agent (Exhibit 4 to Amendment No. 2 to EOG's Registration Statement on Form 8-A/A filed February 7, 2002).
4.9	-- Letter dated December 20, 2001, from EOG Resources, Inc. to EquiServe Trust Company, N.A. appointing EquiServe Trust Company, N.A. as successor rights agent (Exhibit 5 to Amendment No. 2 to EOG's Registration Statement on Form 8-A/A filed February 7, 2002).
4.10	-- Amendment, dated as of April 11, 2002, to the Rights Agreement, dated as of February 14, 2000, as amended, between EOG and Equiserve Trust Company, N.A., as rights agent (Exhibit 4.1 to EOG's Current Report on Form 8-K, filed April 12, 2002).
4.11	-- Amendment, dated as of December 10, 2002, to the Rights Agreement, dated as of February 14, 2000, as amended, between EOG and Equiserve Trust Company, N.A., as rights agent (Exhibit 4.1 to EOG's Current Report on Form 8-K, filed December 11, 2002).
10.1(a)	-- Amended and Restated 1994 Stock Plan (Exhibit 4.3 to Form S-8 Registration Statement No. 33-58103, filed March 15, 1995).
10.1(b)	-- Amendment to Amended and Restated 1994 Stock Plan, dated effective as of December 12, 1995 (Exhibit 4.3(a) to EOG's Annual Report on Form 10-K for the year ended December 31, 1995).
10.1(c)	-- Amendment to Amended and Restated 1994 Stock Plan, dated effective as of December 10, 1996 (Exhibit 4.3(a) to Form S-8 Registration Statement No. 333-20841, filed January 31, 1997).

<u>Exhibit Number</u>	<u>Description</u>
10.1(d)	-- Third Amendment to Amended and Restated 1994 Stock Plan, dated effective as of December 9, 1997 (Exhibit 4.3(d) to EOG's Annual Report on Form 10-K for the year ended December 31, 1997).
10.1(e)	-- Fourth Amendment to Amended and Restated 1994 Stock Plan, dated effective as of May 5, 1998 (Exhibit 4.3(e) to EOG's Annual Report on Form 10-K for the year ended December 31, 1998).
10.1(f)	-- Fifth Amendment to Amended and Restated 1994 Stock Plan, dated effective as of December 8, 1998 (Exhibit 4.3(f) to EOG's Annual Report on Form 10-K for the year ended December 31, 1998).
10.1(g)	-- Sixth Amendment to Amended and Restated 1994 Stock Plan, dated effective as of May 8, 2001 (Exhibit 10.1(g) to EOG's Annual Report on Form 10-K for the year ended December 31, 2001).
10.2(a)	-- Stock Restriction and Registration Agreement dated as of August 23, 1989 (Exhibit 10.2 to Form S-1).
10.2(b)	-- Amendment to Stock Restriction and Registration Agreement, dated December 9, 1997, between EOG and Enron Corp. (Exhibit 10.2(b) to EOG's Annual Report on Form 10-K for the year ended December 31, 1997).
10.3	-- Tax Allocation Agreement, entered into effective as of the Deconsolidation Date, between Enron Corp., EOG, and the subsidiaries of EOG listed therein as additional parties (Exhibit 10.3 to EOG's Annual Report on Form 10-K for the year ended December 31, 1998).
10.4(a)	-- Share Exchange Agreement, dated as of July 19, 1999, between Enron Corp. and EOG (Exhibit 2 to Form S-3 Registration Statement No. 333-83533, filed July 23, 1999).
10.4(b)	-- Letter Amendment, dated July 30, 1999, to Share Exchange Agreement, between Enron Corp. and EOG (Exhibit 2.2 to EOG's Current Report on Form 8-K, filed August 31, 1999).
10.4(c)	-- Letter Amendment, dated August 10, 1999, to Share Exchange Agreement, between Enron Corp. and EOG (Exhibit 2.3 to EOG's Current Report on Form 8-K, filed August 31, 1999).
10.4(d)	-- Consent Agreement between EOG, Enron Corp., Enron Finance Partners, LLC, Enron Intermediate Holdings, LLC, Enron Asset Holdings, LLC and Aeneas, LLC, dated November 28, 2000.
10.5	-- Amended and Restated 1993 Nonemployee Directors Stock Option Plan (Exhibit A to EOG's Proxy Statement, dated March 28, 2002, with respect to EOG's Annual Meeting of Shareholders).
10.7(a)	-- 1992 Stock Plan (As Amended and Restated Effective June 28, 1999) (Exhibit A to EOG's Proxy Statement, dated June 4, 1999, with respect to EOG's Annual Meeting of Shareholders).
10.7(b)	-- First Amendment to 1992 Stock Plan (As Amended and Restated Effective June 28, 1999) dated effective as of May 8, 2001 (Exhibit 10.7(b) to EOG's Annual Report on Form 10-K for the year ended December 31, 2001).
10.8	-- Equity Participation and Business Opportunity Agreement, dated December 9, 1997, between EOG and Enron Corp. (Exhibit 10 to Form S-3 Registration Statement No. 333-44785, filed January 23, 1998).
10.9(a)	-- 1996 Deferral Plan (Exhibit 10.63(a) to EOG's Annual Report on Form 10-K for the year ended December 31, 1997).
10.9(b)	-- First Amendment to 1996 Deferral Plan, dated effective as of December 9, 1997 (Exhibit 10.63(b) to EOG's Annual Report on Form 10-K for the year ended December 31, 1997).

<u>Exhibit Number</u>	<u>Description</u>
10.9(c)	-- Second Amendment to 1996 Deferral Plan, dated effective as of December 8, 1998 (Exhibit 10.63(c) to EOG's Annual Report on Form 10-K for the year ended December 31, 1998).
10.9(d)	-- 1996 Deferral Plan, as amended and restated effective May 8, 2001 (Exhibit 4.4 to Form S-8 Registration Statement No. 333-84014, filed March 8, 2002).
*10.9(e)	-- First Amendment to 1996 Deferral Plan, as amended and restated effective May 8, 2001, effective as of September 10, 2002.
10.10(a)	-- Executive Employment Agreement between EOG and Mark G. Papa, effective as of November 1, 1997 (Exhibit 10.64 to EOG's Annual Report on Form 10-K for the year ended December 31, 1997).
10.10(b)	-- First Amendment to Executive Employment Agreement between EOG and Mark G. Papa, effective as of February 1, 1999 (Exhibit 10.64(b) to EOG's Annual Report on Form 10-K for the year ended December 31, 1998).
10.10(c)	-- Second Amendment to Executive Agreement between EOG and Mark G. Papa, effective as of June 28, 1999 (Exhibit 10.64(c) to EOG's Annual Report on Form 10-K for the year ended December 31, 1999).
10.10(d)	-- Third Amendment to Executive Employment Agreement between EOG and Mark G. Papa, entered into on June 20, 2001, and made effective as of June 1, 2001 (Exhibit 10.10(d) to EOG's Annual Report on Form 10-K for the year ended December 31, 2001).
10.10(e)	-- Change of Control Agreement between EOG and Mark G. Papa, effective as of June 20, 2001 (Exhibit 10.10(e) to EOG's Annual Report on Form 10-K for the year ended December 31, 2001).
10.11(a)	-- Executive Employment Agreement between EOG and Edmund P. Segner, III, effective as of September 1, 1998 (Exhibit 10.65(a) to EOG's Annual Report on Form 10-K for the year ended December 31, 1998).
10.11(b)	-- First Amendment to Executive Employment Agreement between EOG and Edmund P. Segner, III, effective as of February 1, 1999 (Exhibit 10.65(b) to EOG's Annual Report on Form 10-K for the year ended December 31, 1998).
10.11(c)	-- Second Amendment to Executive Employment Agreement between EOG and Edmund P. Segner, III, effective as of June 28, 1999 (Exhibit 10.65(c) to EOG's Annual Report on Form 10-K for the year ended December 31, 1999).
10.11(d)	-- Third Amendment to Executive Employment Agreement between EOG and Edmund P. Segner, III, entered into on June 22, 2001, and made effective as of June 1, 2001 (Exhibit 10.11(d) to EOG's Annual Report on Form 10-K for the year ended December 31, 2001).
10.11(e)	-- Change of Control Agreement between EOG and Edmund P. Segner, III, effective as of June 22, 2001 (Exhibit 10.11(e) to EOG's Annual Report on Form 10-K for the year ended December 31, 2001).
10.12(a)	-- Executive Employment Agreement between EOG and Barry Hunsaker, Jr., effective as of September 1, 1998 (Exhibit 10.66(a) to EOG's Annual Report on Form 10-K for the year ended December 31, 1999).

<u>Exhibit Number</u>	<u>Description</u>
10.12(b)	-- First Amendment to Executive Employment Agreement between EOG and Barry Hunsaker, Jr., effective as of December 21, 1998 (Exhibit 10.66(b) to EOG's Annual Report on Form 10-K for the year ended December 31, 1999).
10.12(c)	-- Second Amendment to Executive Employment Agreement between EOG and Barry Hunsaker, Jr., effective as of February 1, 1999 (Exhibit 10.66(c) to EOG's Annual Report on Form 10-K for the year ended December 31, 1999).
10.12(d)	-- Third Amendment to Executive Employment Agreement between EOG and Barry Hunsaker, Jr., entered into on June 29, 2001, and made effective as of June 1, 2001 (Exhibit 10.12(d) to EOG's Annual Report on Form 10-K for the year ended December 31, 2001).
10.12(e)	-- Change of Control Agreement between EOG and Barry Hunsaker, Jr., effective as of June 29, 2001 (Exhibit 10.12(e) to EOG's Annual Report on Form 10-K for the year ended December 31, 2001).
10.13(a)	-- Executive Employment Agreement between EOG and Loren M Leiker, effective as of March 1, 1998 (Exhibit 10.67(a) to EOG's Annual Report on Form 10-K for the year ended December 31, 1999).
10.13(b)	-- First Amendment to Executive Employment Agreement between EOG and Loren M. Leiker, effective as of February 1, 1999 (Exhibit 10.67(b) to EOG's Annual Report on Form 10-K for the year ended December 31, 1999).
10.13(c)	-- Second Amendment to Executive Employment Agreement between EOG and Loren M. Leiker, entered into on July 1, 2001, and made effective as of June 1, 2001 (Exhibit 10.13(c) to EOG's Annual Report on Form 10-K for the year ended December 31, 2001).
10.13(d)	-- Change of Control Agreement between EOG and Loren M. Leiker, effective as of July 1, 2001 (Exhibit 10.13(d) to EOG's Annual Report on Form 10-K for the year ended December 31, 2001).
10.14(a)	-- Executive Employment Agreement between EOG and Gary L. Thomas, effective as of September 1, 1998 (Exhibit 10.68(a) to EOG's Annual Report on Form 10-K for the year ended December 31, 1999).
10.14(b)	-- First Amendment to Executive Employment Agreement between EOG and Gary L. Thomas, effective as of February 1, 1999 (Exhibit 10.68(b) to EOG's Annual Report on Form 10-K for the year ended December 31, 1999).
10.14(c)	-- Second Amendment to Executive Employment Agreement between EOG and Gary L. Thomas, entered into on July 1, 2001, and made effective as of June 1, 2001 (Exhibit 10.14(c) to EOG's Annual Report on Form 10-K for the year ended December 31, 2001).
10.14(d)	-- Change of Control Agreement between EOG and Gary L. Thomas, effective as of July 1, 2001 (Exhibit 10.14(d) to EOG's Annual Report on Form 10-K for the year ended December 31, 2001).
10.15(a)	-- Change of Control Severance Plan (As Amended and Restated Effective May 8, 2001) (Exhibit 10.15 to EOG's Annual Report on Form 10-K for the year ended December 31, 2001).
*10.15(b)	-- First Amendment to Change of Control Severance Plan (As Amended and Restated Effective May 8, 2001), effective as of September 10, 2002.
10.16	-- Employee Stock Purchase Plan (Exhibit 4.4 to Form S-8 Registration Statement No. 333-62256, filed June 4, 2001).

<u>Exhibit Number</u>	<u>Description</u>
*10.17	-- Amended and Restated Savings Plan.
10.18	-- Executive Officer Annual Bonus Plan (Exhibit C to EOG's Proxy Statement, dated March 30, 2001, with respect to EOG's Annual Meeting of Shareholders).
10.19	-- EOG Share Agreement, dated as of April 4, 2002, by and among EOG, Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A. and Royal Bank of Canada, a corporation organized under the laws of Canada (Exhibit 10.3 to EOG's Current Report on Form 8-K, filed April 12, 2002).
*10.20	-- Form of Grant Agreement to Non-Employee Directors of Enron Gas & Oil Trinidad Limited.
*10.21	-- Form of Grant Agreement to Non-Employee Directors of EOG.
*12	-- Computation of Ratio of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Dividends.
16.1	-- Letter regarding change in certifying accountant (Exhibit 16.1 to EOG's Current Report on Form 8-K, filed March 1, 2002).
*21	-- List of subsidiaries.
*23.1	-- Consent of DeGolyer and MacNaughton.
23.2	-- Opinion of DeGolyer and MacNaughton dated January 31, 2003 (Exhibit 23.2 to EOG's Current Report on Form 8-K, filed on February 20, 2003).
*23.3	-- Consent of Deloitte & Touche LLP.
*24	-- Powers of Attorney.
*99.1	-- Current Report on Form 8-K, filed on February 20, 2003.
*99.2	-- Certification of Annual Report of Chief Executive Officer.
*99.3	-- Certification of Annual Report of Principal Financial Officer.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 13th day of March, 2003.

EOG RESOURCES, INC.
(Registrant)

By /s/ TIMOTHY K. DRIGGERS
Timothy K. Driggers
*Vice President Accounting
and Land Administration
(Principal Accounting Officer)*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of registrant and in the capacities with EOG Resources, Inc. indicated and on the 13th day of March, 2003.

<u>Signature</u>	<u>Title</u>
<u>/s/ MARK G. PAPA</u> (Mark G. Papa)	Chairman and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ EDMUND P. SEGNER, III</u> (Edmund P. Segner, III)	President and Chief of Staff and Director (Principal Financial Officer)
<u>/s/ TIMOTHY K. DRIGGERS</u> (Timothy K. Driggers)	Vice President, Accounting and Land Administration (Principal Accounting Officer)
<u>*GEORGE A. ALCORN</u> (George A. Alcorn)	Director
<u>*CHARLES R. CRISP</u> (Charles R. Crisp)	Director
<u>*EDWARD RANDALL, III</u> (Edward Randall, III)	Director
<u>*DONALD F. TEXTOR</u> (Donald F. Textor)	Director
<u>*FRANK G. WISNER</u> (Frank G. Wisner)	Director

*By /s/ PATRICIA L. EDWARDS
(Patricia L. Edwards)
(Attorney-in-fact for persons indicated)

CERTIFICATIONS

I, Mark G. Papa, the Principal Executive Officer of EOG Resources, Inc., a Delaware corporation, certify that:

1. I have reviewed this annual report on Form 10-K of EOG Resources, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 13, 2003

/s/ MARK G. PAPA

Mark G. Papa
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS (Concluded)

I, Edmund P. Segner, III, the Principal Financial Officer of EOG Resources, Inc., a Delaware corporation, certify that:

1. I have reviewed this annual report on Form 10-K of EOG Resources, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 13, 2003

/s/ EDMUND P. SEGNER, III

Edmund P. Segner, III
President and Chief of Staff
(Principal Financial Officer)

EOG RESOURCES, INC. AND SUBSIDIARIES
EXHIBITS TO FORM 10-K
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002
INDEX OF EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
*3.2	-- By-laws, dated August 23, 1989, as amended and restated effective as of February 20, 2003.
*10.9(e)	-- First Amendment to 1996 Deferral Plan, as amended and restated effective May 8, 2001, effective as of September 10, 2002.
*10.15(b)	-- First Amendment to Change of Control Severance Plan (As Amended and Restated Effective May 8, 2001), effective as of September 10, 2002.
*10.17	-- Amended and Restated Savings Plan.
*10.20	-- Form of Grant Agreement to Non-Employee Directors of Enron Gas & Oil Trinidad Limited.
*10.21	-- Form of Grant Agreement to Non-Employee Directors of EOG.
*12	-- Computation of Ratio of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Dividends.
*21	-- List of subsidiaries.
*23.1	-- Consent of DeGolyer and MacNaughton.
*23.3	-- Consent of Deloitte & Touche LLP.
*24	-- Powers of Attorney.
*99.1	-- Current Report on Form 8-K, filed on February 20, 2003.
*99.2	-- Certification of Annual Report of Chief Executive Officer.
*99.3	-- Certification of Annual Report of Principal Financial Officer.

*Exhibits filed herewith.