

EOG RESOURCES, INC.

Item 1.01 Entry into a Material Definitive Agreement.

On September 25, 2008, EOG Resources, Inc. (EOG) entered into an underwriting agreement with J.P. Morgan Securities Inc., Banc of America Securities LLC, Citigroup Global Markets Inc. and the other underwriters identified therein (Underwriting Agreement) relating to the sale of \$400 million aggregate principal amount of EOG's 6.125% Senior Notes due 2013 (2013 Notes) and \$350 million aggregate principal amount of EOG's 6.875% Senior Notes due 2018 (together with the 2013 Notes, the Notes), subject to the terms and conditions therein. The Underwriting Agreement contains customary representations and warranties on EOG's part. The Underwriting Agreement also contains customary indemnification and contribution provisions whereby EOG and the underwriters have agreed to indemnify each other against certain liabilities. The offering of the Notes pursuant to the Underwriting Agreement is expected to close on September 30, 2008. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and is incorporated herein by reference.

EOG is offering the Notes pursuant to a Prospectus Supplement dated September 25, 2008, which will be filed with the Securities and Exchange Commission on September 26, 2008 and forms part of EOG's shelf registration statement on Form S-3 (Registration No. 333-153665).

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 1.1 Underwriting Agreement, dated September 25, 2008, by and among EOG and J.P. Morgan Securities Inc., Banc of America Securities LLC, Citigroup Global Markets Inc. and the other underwriters named therein
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EOG RESOURCES, INC.
(Registrant)

Date: September 26, 2008

/s/ TIMOTHY K. DRIGGERS
Timothy K. Driggers
Vice President and Chief Financial Officer
(Principal Financial and Accounting
Officer)

EXHIBIT INDEX

Exhibit No.	Description
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