

Marcel Jeffrey P  
Form 3  
March 15, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
^ Marcel Jeffrey P		(Month/Day/Year)	DENBURY RESOURCES INC [DNR]	
(Last)	(First)	(Middle)	03/11/2010	
5100 TENNYSON PARKWAY, ^ STE. 1200			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PLANO, ^ TX ^ 75024			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice President, Drilling	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	25,540 <sup>(1)</sup>	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
--	--	---	--	--	---

Edgar Filing: Marcel Jeffrey P - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option	01/02/2007	01/02/2013	Common Stock	34,752	\$ 2.8175	D	Â
Stock Option	01/02/2008	01/02/2014	Common Stock	32,552	\$ 3.4125	D	Â
Stock Option	01/03/2009	01/03/2015	Common Stock	27,972	\$ 6.9275	D	Â
SAR (Payable in Stock)	01/03/2010	01/03/2016	Common Stock	6,816	\$ 12.19	D	Â
SAR (Payable in Stock)	01/02/2010	01/02/2016	Common Stock	10,272	\$ 12.97	D	Â
SAR (Payable in Stock)	01/02/2011	01/02/2017	Common Stock	5,848	\$ 13.895	D	Â
SAR (Payable in Stock)	01/04/2011	01/04/2017	Common Stock	7,060	\$ 15.63	D	Â
SAR (Payable in Stock)	01/02/2012	01/02/2018	Common Stock	4,110	\$ 31.75	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marcel Jeffrey P 5100 TENNYSON PARKWAY STE. 1200 PLANO, TX 75024	Â	Â	Â Vice President, Drilling	Â

## Signatures

Alan Rhoades - Per Confirming Statement 03/15/2010

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Included in this amount are 1,462 restricted shares that vest 100% on January 2, 2011, 1,813 restricted shares that vest 100% on January 2, 2012, 6,798 restricted shares that will vest as follow: 4,532 on January 2, 2012 and 2,266 on January 2, 2013, and 7,539 restricted shares that will vest 25% per year, starting on the first anniversary of the date of grant which is January 4, 2011, until fully vested. In addition to the foregoing vesting provisions, all of these shares will vest upon a change of control of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.