

DENBURY RESOURCES INC
 Form 4/A
 June 02, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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 *
 EVANS RONALD TRACY

2. Issuer Name and Ticker or Trading Symbol
 DENBURY RESOURCES INC
 [DNR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5100 TENNYSON PARKWAY
 SUITE 3000
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/01/2009

____ Director
 Officer (give title below) Sr. V.P. Resvr Engineering
 ____ 10% Owner
 ____ Other (specify below)

PLANO, TX 75024

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/02/2009

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/01/2009		M	A	\$ 23,988 2.8175	D	
Common Stock	06/01/2009		M	A	\$ 11,012 3.4125	D	
Common Stock	06/01/2009		S	D	\$ 18.35 604,916	D	
Common Stock	06/01/2009		S	D	\$ 18.29 579,916	D	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option	\$ 2.8175	06/01/2009		M	23,988	01/02/2007 01/02/2013	Common Stock	23,988
Stock Option	\$ 3.4125	06/01/2009		M	11,012	01/02/2008 01/02/2014	Common Stock	11,012

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVANS RONALD TRACY 5100 TENNYSON PARKWAY SUITE 3000 PLANO, TX 75024			Sr. V.P. Resvr Engineering	

Signatures

Mark Allen - Per Confirming Statement
06/02/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

Remarks:

This Form 4 has been amended to correct the amounts disclosed in box 5 of Table II. The amounts were originally shown in

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.