Edgar Filing: RYKHOEK PHIL - Form 4

RYKHOEK	PHIL										
Form 4 July 05, 201	1										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB AF	OMB APPROVAL	
	UNITED	STATES		RITIES A shington			NGE C	OMMISSION	OMB Number:	3235-0287	
Subject to Section 16. Form 4 or				CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires: January 31, 2005 Estimated average burden hours per response 0.5	
obligatio may com See Instr 1(b).	tinue. Section 17	a) of the l	Public U		ding Coi	npan	y Act of	e Act of 1934, 1935 or Sectior 0	1		
(Print or Type]	Responses)										
1. Name and Address of Reporting Person <u>*</u> RYKHOEK PHIL			2. Issuer Name and Ticker or Trading Symbol DENBURY RESOURCES INC					5. Relationship of Reporting Person(s) to Issuer			
			[DNR]					(Check all applicable)			
(Last) (First) (Middle) 5320 LEGACY DRIVE			3. Date of Earliest Transaction(Month/Day/Year)06/30/2011					Director 10% Owner X Officer (give title Other (specify below) below) Chief Executive Officer			
				nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PLANO, T	X 75024							Form filed by M Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secu	rities Acqu	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deen Execution any (Month/E		1			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	06/30/2011			F	1,238 (1)	D	\$ 20	643,491	D		
Common Stock	06/30/2011			А	1,366	А	\$ 19.214	644,857	D		

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

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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
RYKHOEK PHIL 5320 LEGACY DRIVE PLANO, TX 75024			Chief Executive Officer					
Signatures								
Alan Rhoades - Per Confirming Statement	5	07/01/2011						
**Signature of Reporting Person		D	ate					

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).

(1) Reflects restricted shares surrendered to satisfy minimum tax withholding for restricted stock vested on June 30, 2011.

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.