#### DENBURY RESOURCES INC

Form 4 April 04, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

RYKHOEK PHIL			Symbol DENBURY RESOURCES INC [DNR]					Issuer (Check all applicable)			
(Last) 5320 LEGA	(Last) (First) (Middle)  0 LEGACY DRIVE			f Earliest Ti Day/Year) 017	ransaction			Director 10% Owner Street Officer (give title Other (specify below) below)  Chief Executive Officer			
PLANO, TX	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date any (Month/Day/Y			Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8)  (A) or			of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/31/2017			A	136,889 (1)	A	\$0	1,560,009	D		
Common Stock	03/31/2017			F	41,499 (2)	D	\$ 2.58	1,518,510	D		
Common Stock	03/31/2017			A	42,271 (3)	A	\$0	1,560,781	D		
Common Stock	03/31/2017			F	17,733 (4)	D	\$ 2.58	1,543,048	D		

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
Derivative					Securities	Securities		(Instr. 3 and 4)		Owne	
	Security				Acquired					Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIIsti
					4, and 5)						
					4, and 3)						
									Amount		
						Data	Evaluation		or		
						Date Expiration Exercisable Date	Title Number				
							Date	of	of		
				Code V	(A) (D)				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**

/s/ Sarah W. Braley, attorney-in-fact for Mr. Rykhoek

04/04/2017

\*\*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).
- (1) Reflects Performance-based EBITDAX shares that vested on March 31, 2017.
- (2) Reflects Performance-based EBITDAX shares surrendered to satisfy tax withholding for performance stock vested on March 31, 2017.
- (3) Reflects Performance-based TSR shares that vested on March 31, 2017.
- (4) Reflects Performance-based TSR shares surrendered to satisfy tax withholding for performance stock vested on March 31, 2017.

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.

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