## Edgar Filing: DENBURY RESOURCES INC - Form 4

Form 4	RESOURCES IN	IC									
January 04, 2									OMB AF	PROVAL	
FORM	UNITED		SECURITIES AND EXCHANGE Co Washington, D.C. 20549				COMMISSION		3235-0287		
Check th if no long subject to Section 1 Form 4 o	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Expires: Estimated a burden hour response	urs per		
Form 5 obligations may continue. See Instruction 1(b). 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 I	Responses)										
I			2. Issuer Name <b>and</b> Ticker or Trading Symbol DENBURY RESOURCES INC [DNR]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2005					Director 10% Owner Officer (give title Other (specify below) V.P./Chief Acct. Officer			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
DALLAS, 7	ГХ 75024							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		Transactio Code (Instr. 8)	on(A) or Di (Instr. 3,	spose 4 and (A) or	d of (D) 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)		
Common Stock	12/31/2005			Code V A	Amount 353	(D) A	Price \$ 23.24	183,691	D		
Common Stock	01/03/2006			А	1,068 (1)	А	\$0	184,759	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. Transactio Code (Instr. 8)	5. Number on f 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 8 Underlying Securities (Instr. 3 and 4) 5	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
SAR (Payable in Stock)	\$ 24.38	01/03/2006		А	4,272	01/03/2010	01/03/2016	Common Stock	4,272

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ALLEN MARK C C/O DENBURY RESOURCES INC 5100 TENNYSON PARKWAY # 3000 DALLAS, TX 75024			V.P./Chief Acct. Officer				
Signatures							
Phil Rykhoek - Per Confirming Statement	01.	/04/2006					
<u>**</u> Signature of Reporting Person		Date					
Explanation of Responses:							

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- \* 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) Restricted Stock that vest 100% on January 3, 2010.

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.