

DENBURY RESOURCES INC
 Form 4
 November 08, 2007

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 *
 ALLEN MARK C

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 V.P. & Chief Acct. Officer

(Last) (First) (Middle)
 C/O DENBURY RESOURCES
 INC, 5100 TENNYSON
 PARKWAY # 3000
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/08/2007

DALLAS, TX 75024
 (City) (State) (Zip)

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

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/06/2007		M		5,894 A \$ 5.635	D	
Common Stock	11/06/2007		S		1,298 D \$ 57.85	D	
Common Stock	11/06/2007		S		4,596 D \$ 57.75	D	
Common Stock	11/06/2007		S		2,888 D \$ 57.7544	D	
	11/08/2007		G		700 ⁽¹⁾ D \$ 0	D	

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Common
Stock

Common Stock 11/08/2007 G 782 ⁽¹⁾ D \$ 0 149,067 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)	8. Amount or Number of Shares
Stock Option	\$ 5.635	11/06/2007		M	5,894	01/02/2007 01/02/2013	Common Stock	5,894

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

Mark Allen - Per Confirming Statement

11/08/2007

**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).

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(1) Charitable donation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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