

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

**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 or Price		
Common Stock	06/01/2009		M		23,988 A \$ 2.8175	628,904	D
Common Stock	06/01/2009		M		11,012 A \$ 3.4125	639,916	D
Common Stock	06/01/2009		S		35,000 D \$ 18.35	604,916	D
Common Stock	06/01/2009		S		25,000 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.

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