

Edgar Filing: DENBURY RESOURCES INC - Form 4

DENBURY RESOURCES INC
Form 4
March 10, 2003

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response.....0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print of Type Responses)

-
1. Name and Address of Reporting Person*
- Bonderman David
-
- | | | |
|---------------------------------|----------|----------|
| (Last) | (First) | (Middle) |
| c/o Texas Pacific Group | | |
| 301 Commerce Street, Suite 3300 | | |
| ----- | | |
| | (Street) | |
| Fort Worth | Texas | 76102 |
| ----- | | |
| (City) | (State) | (Zip) |
-
2. Issuer Name and Ticker or Trading Symbol
- Denbury Resources Inc. (DNR)
-
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)
-
4. Statement for Month/Day/Year
- 3/6/2003
-
5. If Amendment, Date of Original (Month/Day/Year)
-
6. Relationship of Reporting Person(s) to Issuer

Edgar Filing: DENBURY RESOURCES INC - Form 4

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

7. 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	11/22/2002 (1)	N/A	S	N/A	2,238,372	(D)	\$9.50
Common Stock, par value \$0.001 per share	11/22/2002 (2)	N/A	S	N/A	4,761,628	(D)	\$9.50
Common Stock, par value \$0.001 per share	12/18/2002 (3)	N/A	S	N/A	159,884	(D)	\$9.50
Common Stock, par value \$0.001 per share	12/18/2002 (4)	N/A	S	N/A	340,116	(D)	\$9.50
Common Stock, par value \$0.001 per share	3/06/2003	N/A	S	N/A	799,419	(D)	\$10.95
Common Stock, par value \$0.001 per share	3/06/2003	N/A	S	N/A	1,700,581	(D)	\$10.95

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Edgar Filing: DENBURY RESOURCES INC - Form 4

Explanation of Responses:

/s/ James J. O'Brien

March 10, 2003

**Signature of Reporting Person
James J. O'Brien on behalf of David Bonderman(7)

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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.

Continuation Sheet to Form 4

Name and Address of Reporting Person	David Bonderman c/o Texas Pacific Group 301 Commerce Street, Suite 3300 Fort Worth, TX 76102
Issuer Name and Ticker or	Denbury Resources Inc.
Trading Symbol	DNR
Statement for Month/Day/Year	3/06/2003

Explanation of Responses:

Footnotes and Explanation of Responses:

- (1) Transaction was previously reported on a Form 4 filed with the Securities and Exchange Commission (the "SEC") by TPG Advisors, Inc. ("Advisors") on or about November 25, 2002.
- (2) Transaction was previously reported on a Form 4 filed with the SEC by TPG Advisors II, Inc. ("Advisors II") on or about November 25, 2002.
- (3) Transaction was previously reported on a Form 4 filed with the SEC by Advisors on or about December 18, 2002.
- (4) Transaction was previously reported on a Form 4 filed with the SEC by Advisors II on or about December 18, 2002.
- (5) David Bonderman ("Bonderman") is a director, officer and shareholder of Advisors, which is the general partner of TPG GenPar, L.P. ("GenPar"), which in turn is the sole general partner of each of TPG Partners, L.P. ("Partners") and TPG Parallel I, L.P. ("Parallel"), which are the direct beneficial owners of certain of the securities reported herein. Pursuant to

Edgar Filing: DENBURY RESOURCES INC - Form 4

Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended (the "Act"), each of Bonderman, Advisors and GenPar is deemed to be the beneficial owner of the shares of the Issuer beneficially owned by Partners and Parallel only to the extent of the greater of their respective direct or indirect interest in the profits or capital account of Partners and Parallel. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that Bonderman, Advisors or GenPar is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities owned by Partners or Parallel in excess of such amount.

- (6) Bonderman is also a director, officer and shareholder of Advisors II, which is the general partner of each of TPG 1999 Equity Partners II, L.P. ("Equity Partners") and TPG GenPar II, L.P. ("GenPar II"), which in turn is the sole general partner of each of TPG Partners II, L.P. ("Partners II"), TPG Parallel II, L.P. ("Parallel II") and TPG Investors II, L.P. ("Investors II", together with Equity Partners, Partners II and Parallel II, "TPG II Funds"), which are the direct beneficial owners of certain of the securities reported herein. Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Act, each of Bonderman, Advisors II and GenPar II is deemed to be the beneficial owner of the shares of the Issuer beneficially owned by TPG II Funds only to the extent of the greater of their direct or indirect interest in the profits or capital account of TPG II Funds. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that Bonderman, Advisors II or GenPar II is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities owned by such funds in excess of such amount.
- (7) James J. O'Brien is signing on behalf of Bonderman pursuant to an authorization and designation letter dated June 8, 2000 which was previously filed with the SEC.