## Edgar Filing: HEATHER DAVID I - Form 4

Form 4							
January 05, 2005						PPROVAL	
UNITED	STATES SECU Wa	RITIES AND E ashington, D.C.		E COMMISSION	N OMB Number:	3235-0287	
Subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires:January 31 2005Estimated average burden hours per response0.5	
shlipping Filed put	rsuant to Section (a) of the Public U 30(h) of the I		ompany Act	t of 1935 or Section	on		
(Print or Type Responses)							
HEATHER DAVID I Symbo		er Name <b>and</b> Ticker		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) ( C/O DENBURY RESOURC INC, 5100 TENNYSON PARKWAY #3000	(Month/	of Earliest Transacti Day/Year) 2005	on	X Director Officer (giv below)		% Owner her (specify	
(Street) PLANO, TX 75024		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)	(Zip) Tat	ole I - Non-Derivati	ve Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	•	ed (A) or ed of (D) 3, 4 and 5) (A) or	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)	
Reminder: Report on a separate line	e for each class of sec						

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 27.71	01/03/2005		А	3,000	01/03/2009(1)	01/03/2015	Common Stock	3,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
HEATHER DAVID I C/O DENBURY RESOURCES INC 5100 TENNYSON PARKWAY #3000 PLANO, TX 75024	Х				
Signatures					
Phil Rykhoek - Per Confirming Statement	01/05/2005				
**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) All options vest 100% on January 3, 2009.

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.