

DENBURY RESOURCES INC

Reported by
DESO MATTHEW

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/30/97 for the Period Ending 09/30/97

Address	5320 LEGACY DRIVE PLANO, TX 75024
Telephone	9726732000
CIK	0000945764
Symbol	DNR
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Operations
Sector	Energy
Fiscal Year	12/31

DENBURY RESOURCES INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 9/30/1997 For Period Ending 9/30/1997

Address	5100 TENNYSON PARKWAY SUITE 3000 PLANO, Texas 75024
Telephone	972-673-2000
CIK	0000945764
Industry	Oil & Gas Operations
Sector	Energy
Fiscal Year	12/31

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(f) of the Investment Company Act 1940

1.Name and Address of Reporting Person*			2.Issuer Name and Ticker or Trading Symbol		6.Relationship of Reporting Person to Issuer (Check all Applicable)	
Deso Matthew			Denbury Resources Inc. (DNR)		Director 10% Owner	
(Last)	(First)	(MI)	3.IRS or Soc. Sec. No. of Reporting Person (Voluntary)	4.Statement for Month/ Year	X Officer	Other
17304 Preston Rd. Suite 200					September 1997	---(give title below) --- (Specify below)
(Street)				5.If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)	
Dallas	TX	75252			X Form filed by One Reporting Person	
					Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

[illegible]

PAGE: 1 OF 2

Explanation of Responses:

(02) All options are exercisable as of the date hereof.

09/30/1997

Date _____

SEC 1474 (7-96)

SEP-1997 PAGE: 2 OF 2

