

# DENBURY RESOURCES INC

## FORM POS AM

(Post-Effective Amendment to Registration Statement)

Filed 12/30/03

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 POS AM

(Post-Effective Amendment to Registration Statement)

Filed 12/30/2003

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

Registration No. 333-39224

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO

**FORM S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**DENBURY RESOURCES INC.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State of Incorporation)

20-0467835  
(I.R.S. Employer Identification No.)

Denbury Resources Inc.  
Plano, Texas 75024  
(Address of Principal Executive Offices) (Zip Code)

**DENBURY RESOURCES INC. EMPLOYEE STOCK PURCHASE PLAN**  
(Full Title of the Plan)

Phil Rykhoek, Chief Financial Officer  
5100 Tennyson Parkway, Suite 3000  
Plano, Texas 75024  
(972) 673-2000

(Name, address and telephone number, including area code, of agent for service)

**Copies to:**

Donald W. Brodsky  
Jenkins & Gilchrist  
A Professional Corporation  
1401 McKinney Street, Suite 2700  
Houston, Texas 77010  
(713) 951-3300

## POST-EFFECTIVE AMENDMENT NO. 1

This Post-Effective Amendment No. 1 to Registration Statement 333-39224 on Form S-8 is being filed to indicate that the offering of shares pursuant to this registration statement is terminated without any shares being offered or sold hereunder.

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plano, State of Texas, on this 29th day of December, 2003.

### DENBURY RESOURCES INC.

/s/ Phil Rykhoek

-----  
Phil Rykhoek  
Senior Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures -----	Title -----	Date ----
/s/ Ronald G. Greene* ----- Ronald G. Greene	Chairman of the Board of Directors	December 29, 2003
/s/ Gareth Roberts* ----- Gareth Roberts	Chief Executive Officer and President (Principal Executive Officer)	December 29, 2003
/s/ Phil Rykhoek ----- Phil Rykhoek	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	December 29, 2003
/s/ Mark Allen ----- Mark Allen	Vice President and Chief Accounting Officer (Principal Accounting Officer)	December 29, 2003
/s/ David I. Heather* ----- David I. Heather	Director	December 29, 2003
/s/ David B. Miller ----- David B. Miller	Director	December 29, 2003
/s/ Wieland F. Wettstein* ----- Wieland F. Wettstein	Director	December 29, 2003

\*By /s/ Phil Rykhoek

-----  
Phil Rykhoek

\*Attorney-in-Fact pursuant to  
power of attorney contained in  
original filing of this Registration Statement

