

DENBURY RESOURCES INC

Reported by
WORTHEY MARK

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/08/99 for the Period Ending 01/08/99

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 1/8/1999 For Period Ending 1/8/1999

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check this box if
no longer Subject
to Section 16.

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

OMB Number 3235-0287
Expires: September 30, 1998
Estimated ave. burden
hours per response.....0.5

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)	
Worthey Mark A			Denbury Resources Inc. (DNR)		Director 10% Owner	
(Last) (First) (MI)			3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)		X Officer Other ---(give title below) --- (Specify below)	
17304 Preston Rd. Suite 200					V.P of Operations	
(Street)			4. Statement for Month/Year December 1998			
Dallas TX 75252			5. If Amendment, Date of Original (Month/Year)		7. 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)						

TABLE I - Non-Derivative Securities Acquired, Disposed of or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Mon/Day/Yr)	3. Trans. Code (Instr. 8)	4. Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 & 4)	6. Own. Form (D) or (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount (A) (D) Price			
Common Stock	09/30/1998	A V	1012 A \$7.5700			
Common Stock	12/09/1998	S	4000 D \$4.3242			
Common Stock	12/10/1998	S	500 D \$4.4451			
Common Stock	12/23/1998	S	2500 D \$3.8239	17938	D	
Common Stock			\$.0000	1000	I	IRA Account
Common Stock			\$.0000	400	I	Son

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

SEC 1474 (7-96)

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

Explanation of Responses:

(01) Canadian dollars.

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

****Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).**

/s/Mark A. Worthey

01/08/1999

Signature of Reporting Person

Date _____

Note: File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

SEC 1474 (7-96)

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 OMD Number

Worthey, Mark

Denbury Resources Inc.

DEC-1998 PAGE: 2 OF 2

