

DENBURY RESOURCES INC

Form 8-K

October 24, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): October 19, 2007  
DENBURY RESOURCES INC.  
(Exact name of Registrant as specified in its charter)  
Delaware  
(State or other jurisdiction  
of incorporation or organization)**

**1-12935**

*(Commission File Number)*

**20-0467835**

*(I.R.S. Employer  
Identification No.)*

**5100 Tennyson Parkway  
Suite 1200  
Plano, Texas**  
*(Address of principal executive offices)*

**75024**  
*(Zip code)*

Registrant's telephone number, including area code:

N/A

**(972) 673-2000**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425) \_\_\_\_

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12) \_\_\_\_

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)) \_\_\_\_

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)) \_\_\_\_

**Section 7 Regulation FD**

**Item 7.01. Regulation FD Disclosure.**

On October 19, 2007, the Company issued a press release announcing, among other things, that it had entered into an agreement with a privately held company to sell its Louisiana natural gas assets for approximately \$180 million plus any amounts received from a net profits interest (before closing adjustments). A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

As provided in General Instruction B.2 to Form 8-K, the information furnished in this Item 7.01 and in Exhibit 99.1 hereto shall not be deemed filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing with the Securities and Exchange Commission, except as shall be expressly provided by specific reference in such filing.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is furnished in accordance with the provisions of Item 601 of Regulation S-K:

**Exhibit**

**Number Description of Exhibit**

99.1	Denbury press release, dated October 19, 2007, Denbury Agrees to Sell Louisiana Natural Gas Assets
------	---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Denbury Resources Inc.**  
*(Registrant)*

Date:  
October 24, 2007

By: /s/ Phil Rykhoek

Phil Rykhoek  
Senior Vice President  
& Chief  
Financial Officer