

SINCLAIR JAMES H
 Form 4
 June 19, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SINCLAIR JAMES H

2. Issuer Name and Ticker or Trading Symbol
 DENBURY RESOURCES INC
 [DNR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 5100 TENNYSON PARKWAY
 SUITE 3000
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/18/2007

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 V.P. Exp. & Geosciences

PLANO, TX 75024

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	06/18/2007		M			1,910	A	\$ 9.165	153,923	D	
Common Stock	06/18/2007		M			8,400	A	\$ 1.99	162,323	D	
Common Stock	06/18/2007		M			18,400	A	\$ 4.64	180,723	D	
Common Stock	06/18/2007		S			28,710	D	\$ 38.2474	152,013	D	

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option	\$ 9.165	06/18/2007		M	1,910	01/02/2002 01/02/2008	Common Stock	1,910
Stock Option	\$ 4.64	06/18/2007		M	18,400	01/02/2005 01/02/2011	Common Stock	18,400
Stock Option	\$ 1.99	06/18/2007		M	8,400	01/03/2004 01/03/2010	Common Stock	8,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SINCLAIR JAMES H
5100 TENNYSON PARKWAY SUITE 3000
PLANO, TX 75024

V.P. Exp. & Geosciences

Signatures

Phil Rykhoek - Per Confirming Statement

06/19/2007

**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).

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

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