

DENBURY RESOURCES INC
Form POS AM
June 16, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 16, 2005

Registration No. 333-39172

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3
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.)

Phil Rykhoek
Senior Vice President and Chief Financial Officer
Denbury Resources Inc.
5100 Tennyson Parkway, Suite 3000
Plano, Texas 75024
(972) 673-2000
(Name, address and telephone number of Registrant's
Principal Executive Offices and agent for service))

DENBURY RESOURCES INC. DIRECTOR COMPENSATION PLAN
(Full Title of the Plan)

Copies to:

Donald W. Brodsky
Jenkins & Gilchrist
A Professional Corporation
1401 McKinney Street, Suite 2600
Houston, Texas 77010
(713) 951-3300

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This Post-Effective Amendment No. 3 to Registration Statement 333-39172 on Form S-8 is being filed by the registrant, Denbury Resources Inc. ("Denbury") for the sole purpose of filing the form of the Director Compensation Plan ("Plan"), as amended by Denbury, effective May 11, 2005. The Plan was amended to delete the directors' ability to defer receipt of their compensation in response to the adoption of the American Jobs Creation Act of 2004.

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Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

(a) Exhibits

The following documents are filed as a part of this registration statement.

Exhibit Number -----	Document Description -----
99	Denbury Resources Inc. Director Compensation Plan, as amended on May 11, 2005

2

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 16 day of June, 2005.

DENBURY RESOURCES INC.

By: /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* -----	Chairman of the Board of Directors	June 16, 2005

