

DENBURY RESOURCES INC  
 Form FWP  
 February 03, 2010

Filed Pursuant to Rule 433  
 Registration Statement No. 333-164630  
 February 3, 2010

**Denbury Resources Inc.**  
Pricing Term Sheet

|                                 |  |
|---------------------------------|--|
| Issuer:                         | Denbury Resources Inc.   |
| Security Description:           | Senior Subordinated Notes  |
| Distribution:                   | SEC Registered   |
| Aggregate Principal Amount:     | \$1,000,000,000  |
| Gross Proceeds:                 | \$1,000,000,000  |
| Net Proceeds (Before Expenses): | \$980,000,000  |
| Coupon:                         | 8.250%   |
| Maturity:                       | February 15, 2020  |
| Offering Price:                 | 100.0% of face amount, plus accrued interest from February 10, 2010  |
| Yield to Maturity:              | 8.250%   |
| Spread to Benchmark Treasury:   | +457 bps   |
| Benchmark Treasury:             | UST 3.375% due 11/15/2019  |
| Interest Payment Dates:         | February 15 and August 15, commencing August 15, 2010  |
| Optional Redemption:            | Make-whole call at T+50 until February 15, 2015<br><br>On or after February 15, 2015: 104.125%<br>On or after February 15, 2016: 102.750%<br>On or after February 15, 2017: 101.375%<br>On or after February 15, 2018 and thereafter: 100% |
| Equity Clawback:                | Prior to February 15, 2013, up to 35% may be redeemed at 108.250%  |
| Change of Control:              | Put @ 101% of principal plus accrued interest  |

Trade Date: February 3, 2010

Settlement: T+5; February 10, 2010

CUSIP: 24823UAG3

ISIN: US24823UAG31

Ranking: Senior subordinated unsecured obligations of Issuer

Ratings: B1/BB

Denominations: 2,000x1,000

Book-Running Managers: J.P. Morgan Securities Inc.  
Banc of America Securities LLC  
RBC Capital Markets Corporation  
UBS Securities LLC  
Wells Fargo Securities, LLC

Co-Managers: BNP Paribas Securities Corp.  
Credit Suisse Securities (USA) LLC  
Scotia Capital Inc.  
Calyon Securities (USA) Inc.  
BBVA Compass Bank  
Capital One Southcoast, Inc.  
Comerica Securities, Inc.  
Suntrust Robinson Humphrey, Inc.  
ING Financial Markets LLC

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling collect 1-212-270-3994.**