

BURLINGTON RESOURCES INC
 Form 4
 April 04, 2006

FORM 4

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

OMB APPROVAL

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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 *
SHACKOULS BOBBY S

2. Issuer Name and Ticker or Trading Symbol
BURLINGTON RESOURCES INC [BR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chmn of Brd, Pres & CEO

BURLINGTON RESOURCES INC., 717 TEXAS AVENUE, SUITE 2100

(Street)

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

HOUSTON, TX 77002

(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	03/31/2006		D	105,952 D 0.11	0 (1)	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)

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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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)
Performance Share Units	(2)	03/31/2006		D	150,000	(2) (2)	Common Stock	150,000
Stock Option (right to buy)	\$ 29.3575	03/31/2006		D	200,000	(3) 03/31/2009	Common Stock	200,000
Stock Option (right to buy)	\$ 44.215	03/31/2006		D	100,000	(4) 03/31/2009	Common Stock	100,000
Stock Option (right to buy)	\$ 90.87	03/31/2006		D	85,000	(5) 03/31/2009	Common Stock	85,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHACKOULS BOBBY S BURLINGTON RESOURCES INC. 717 TEXAS AVENUE, SUITE 2100 HOUSTON, TX 77002	X		Chmn of Brd, Pres & CEO	

Signatures

Bobby S. Shackouls 04/04/2006

**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).

93,242 of the shares of common stock listed in Table I were cancelled at the effective time of the merger (the "Effective Time") contemplated by the Agreement and Plan of Merger, dated December 12, 2005, to which the Issuer and ConocoPhillips are parties (the "Merger Agreement"), and, in consideration of such cancellation, the Reporting Person became entitled to receive, for each such share of Issuer common stock, 0.7214 shares of ConocoPhillips common stock and \$46.50. The remaining 12,710 of the shares of common stock listed in Table I were converted at the Effective Time into 18,334 shares of ConocoPhillips common stock.

(1) For 1. These units were granted under the Issuer's 2005 Performance Share Unit Plan. At the Effective Time, the Reporting Person became vested in, and entitled to a cash payment with respect to, 50,000 performance stock units in accordance with the provisions of the plan and the Merger Agreement, and the remaining unvested performance stock units were forfeited at that time.

(3) Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for 100 % vesting after one year following the date of grant (January 21, 2004), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted a fully vested option to purchase 288,510 shares of ConocoPhillips common stock with an exercise price of \$20.3511 per share.

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(4) Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for vesting in two equal annual installments following the date of grant (January 26, 2005), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted a fully vested option to purchase 144,255 shares of ConocoPhillips common stock with an exercise price of \$30.6506 per share.

(5) Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for vesting in two equal annual installments following the date of grant (January 25, 2006), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted an option to purchase 122,617 shares of ConocoPhillips common stock with an exercise price of \$62.9925 per share.

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