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BURLINGTON RESOURCES INC

Form 8-K/A

March 13, 2003

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

FORM 8-K/A

AMENDMENT NO. 1 TO CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
August 22, 2001

BURLINGTON RESOURCES INC.

(Exact name of registrant as specified in its charter)

Delaware	1-9971	91-1413284
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(State or other Jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

5051 Westheimer, Suite 1400, Houston, Texas 77056

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 713-624-9500

EXPLANATORY NOTE

This Amendment No. 1 to Current Report on Form 8-K/A amends the Current Report on Form 8-K filed by Burlington Resources Inc. on August 22, 2001 by replacing Exhibit 5.2, "Opinion of Stewart McKelvey Stirling Scales," filed thereto, with Exhibit 5.2, "Opinion of Stewart McKelvey Stirling Scales, as amended."

Item 7. Financial Statements and Exhibits

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Exhibit No. -----	Description -----
4.1*	Form of Senior Debt Security Due 2011 of Burlington Resources Finance Company with Form of Guarantee of Burlington Resources Inc.
4.2*	Form of Senior Debt Security Due 2031 of Burlington Resources Finance Company with Form of Guarantee of Burlington Resources Inc.
5.1*	Opinion of Cahill Gordon & Reindel.
5.2	Opinion of Stewart McKelvey Stirling Scales, as amended.
8.1*	Opinion of White & Case LLP as to certain United States federal income tax matters.
8.2*	Opinion of Bennett Jones LLP as to certain Canadian federal income tax matters.

* Previously filed as an exhibit to the Current Report on Form 8-K filed by Burlington Resources Inc. on August 22, 2001.

SIGNATURE

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 hereunto duly authorized.

BURLINGTON RESOURCES INC.

Date: March 13, 2003

By: /s/ Frederick J. Plaeger, II

Name: Frederick J. Plaeger, II

Title: Vice President and

General Counsel

EXHIBIT INDEX

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Finance Company with Form of Guarantee of Burlington Resources Inc.

5.1* Opinion of Cahill Gordon & Reindel.

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