

LIMBACHER RANDY L
Form 4
March 22, 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 *
LIMBACHER RANDY L

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)

BURLINGTON RESOURCES INC., 717 TEXAS AVENUE, SUITE 2100

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
E.V.P. and C.O.O.

(Street)

HOUSTON, TX 77002

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/20/2006		M		3,400 A \$ 29.3575	88,074	D
Common Stock	03/20/2006		S		3,400 D \$ 89.83	84,674	D
Common Stock	03/20/2006		M		66,600 A \$ 29.3575	151,274	D
Common Stock	03/20/2006		S		1,000 D \$ 89.96	150,274	D
	03/20/2006		S		6,000 D \$ 89.95	144,274	D

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Common Stock							
Common Stock	03/20/2006	S	19,300	D	\$ 89.9	124,974	D
Common Stock	03/20/2006	S	1,100	D	\$ 89.86	123,874	D
Common Stock	03/20/2006	S	2,200	D	\$ 89.85	121,674	D
Common Stock	03/20/2006	S	2,800	D	\$ 89.84	118,874	D
Common Stock	03/20/2006	S	200	D	\$ 89.83	118,674	D
Common Stock	03/20/2006	S	600	D	\$ 89.82	118,074	D
Common Stock	03/20/2006	S	6,700	D	\$ 89.81	111,374	D
Common Stock	03/20/2006	S	9,100	D	\$ 89.8	102,274	D
Common Stock	03/20/2006	S	4,400	D	\$ 89.79	97,874	D
Common Stock	03/20/2006	S	6,100	D	\$ 89.78	91,774	D
Common Stock	03/20/2006	S	2,100	D	\$ 89.77	89,674	D
Common Stock	03/20/2006	S	2,100	D	\$ 89.76	87,574	D
Common Stock	03/20/2006	S	900	D	\$ 89.75	86,674	D
Common Stock	03/20/2006	S	900	D	\$ 89.87	85,774	D
Common Stock	03/20/2006	S	1,100	D	\$ 89.88	84,674	D

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

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(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 29.3575	03/20/2006		M	3,400	01/21/2005	01/20/2014	Common Stock	3,400
Stock Option (right to buy)	\$ 29.3575	03/20/2006		M	66,600	01/21/2005	01/21/2014	Common Stock	66,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIMBACHER RANDY L BURLINGTON RESOURCES INC. 717 TEXAS AVENUE, SUITE 2100 HOUSTON, TX 77002	X		E.V.P. and C.O.O.	

Signatures

Jeffery P. Monte
Attorney-in-fact
03/22/2006
Date

**Signature of Reporting Person

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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