

BURLINGTON RESOURCES INC
 Form 4
 October 03, 2005

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 *
 SHAPIRO STEVEN J

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)
 09/29/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 E.V.P., Finance & Corp. Dev.

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		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)			
Common Stock	09/29/2005		M		14,400	A	\$ 17.725	136,319	D
Common Stock	09/29/2005		S		2,200	D	\$ 81.41	134,119	D
Common Stock	09/29/2005		S		2,000	D	\$ 81.19	132,119	D
Common Stock	09/29/2005		S		100	D	\$ 81.18	132,019	D
	09/29/2005		S		10,000	D	\$ 81.15	122,019	D

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Common Stock							
Common Stock	09/29/2005	S	100	D	\$ 80.89	121,919	D
Common Stock	09/29/2005	M	35,600	A	\$ 20.3125	157,519	D
Common Stock	09/29/2005	S	2,300	D	\$ 81.47	155,219	D
Common Stock	09/29/2005	S	5,900	D	\$ 81.4	149,319	D
Common Stock	09/29/2005	S	1,700	D	\$ 81.39	147,619	D
Common Stock	09/29/2005	S	300	D	\$ 81.2	147,319	D
Common Stock	09/29/2005	S	1,100	D	\$ 81.16	146,219	D
Common Stock	09/29/2005	S	1,500	D	\$ 81.14	144,719	D
Common Stock	09/29/2005	S	400	D	\$ 81.11	144,319	D
Common Stock	09/29/2005	S	500	D	\$ 81.05	143,819	D
Common Stock	09/29/2005	S	800	D	\$ 81.03	143,019	D
Common Stock	09/29/2005	S	300	D	\$ 81.02	142,719	D
Common Stock	09/29/2005	S	8,000	D	\$ 81	134,719	D
Common Stock	09/29/2005	S	1,500	D	\$ 80.92	133,219	D
Common Stock	09/29/2005	S	1,200	D	\$ 80.9	132,019	D
Common Stock	09/29/2005	S	5,000	D	\$ 80.8	127,019	D
Common Stock	09/29/2005	S	5,100	D	\$ 80.76	121,919	D

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

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 17.725	09/29/2005		M	14,400	01/09/2003 01/09/2012	Common Stock	14,400
Stock Option (right to buy)	\$ 20.3125	09/29/2005		M	35,600	<u>(1)</u> 10/18/2010	Common Stock	35,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAPIRO STEVEN J BURLINGTON RESOURCES INC. 717 TEXAS AVENUE, SUITE 2100 HOUSTON, TX 77002	X		E.V.P., Finance & Corp. Dev.	

Signatures

Steven J. Shapiro
10/03/2005

**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).

(1) The options vested in two equal annual installments beginning on October 18, 2001.

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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