

BURLINGTON RESOURCES INC  
 Form 4  
 March 16, 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 \*  
**HARDING ROBERT 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)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**BRASCAN CORPORATION, STE 300, BCE PL 181 BAY ST, PO BOX 762**

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

**TORONTO, A6 M5J2T3**

(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	03/14/2006		M		10,000 A \$ 20.8325	12,000	D
Common Stock	03/14/2006		S		2,000 D \$ 89.39	10,000	D
Common Stock	03/14/2006		S		5,400 D \$ 89.41	4,600	D
Common Stock	03/14/2006		S		2,400 D \$ 89.42	2,200	D
	03/14/2006		S		200 D \$ 89.43	2,000	D

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Common Stock							
Common Stock	03/14/2006	M	4,000	A	\$ 24.0225	6,000	D
Common Stock	03/14/2006	S	200	D	\$ 89.38	5,800	D
Common Stock	03/14/2006	S	700	D	\$ 89.39	5,100	D
Common Stock	03/14/2006	S	300	D	\$ 89.4	4,800	D
Common Stock	03/14/2006	S	1,400	D	\$ 89.44	3,400	D
Common Stock	03/14/2006	S	400	D	\$ 89.45	3,000	D
Common Stock	03/14/2006	S	1,000	D	\$ 89.46	2,000	D
Common Stock	03/14/2006	M	4,000	A	\$ 32.9825	6,000	D
Common Stock	03/14/2006	S	300	D	\$ 89.46	5,700	D
Common Stock	03/14/2006	S	100	D	\$ 89.5	5,600	D
Common Stock	03/14/2006	S	200	D	\$ 89.51	5,400	D
Common Stock	03/14/2006	S	3,400	D	\$ 89.53	2,000	D
Common Stock	03/14/2006	M	4,000	A	\$ 49.545	6,000	D
Common Stock	03/14/2006	S	4,000	D	\$ 89.5	2,000	D
Common Stock	03/14/2006	S	2,000	D	\$ 89.39	0	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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 20.8325	03/14/2006		M	10,000	04/17/2002	04/17/2012	Common Stock	10,000
Stock Option (right to buy)	\$ 24.0225	03/14/2006		M	4,000	04/23/2003	04/23/2013	Common Stock	4,000
Stock Option (right to buy)	\$ 32.9825	03/14/2006		M	4,000	04/21/2004	04/21/2014	Common Stock	4,000
Stock Option (right to buy)	\$ 49.545	03/14/2006		M	4,000	04/27/2005	04/27/2015	Common Stock	4,000
Phantom Stock Units	(1)	03/14/2006		I	8,745	(2)	(3)	Common Stock	8,745

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARDING ROBERT J BRASCAN CORPORATION STE 300, BCE PL 181 BAY ST, PO BOX 762 TORONTO, A6 M5J2T3	X			

## Signatures

Jeffery P. Monte  
Attorney-in-fact

03/16/2006

\_\_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).

(1) 1 for 1

(2) Immediately.

(3) These phantom stock units were acquired under the Company's deferred compensation plan and are to be settled in cash upon retirement or other termination from the Company.

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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