

SHAPIRO STEVEN J
Form 4
January 28, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)

BURLINGTON RESOURCES INC., 717 TEXAS AVENUE, SUITE 2100

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive V.P. and C.F.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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	01/26/2005		A ⁽¹⁾	10,000 A	112,854	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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 44.215	01/26/2005		A	2,200	(2) 01/25/2015	Common Stock	2,200
Stock Option (right to buy)	\$ 44.215	01/26/2005		A	32,800	(2) 01/26/2015	Common Stock	32,800
Performance Share Units	(3)	01/26/2005		A	62,500	(3) (3)	Common Stock	62,500
Phantom Stock Units	(4)	01/26/2005		A	83,334	(5) (6)	Common Stock	83,334

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			Executive V.P. and C.F.O.

Signatures

Steven S. Shapiro
01/28/2005

__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) These shares were awarded under the Burlington Resources Inc. (BR) 2002 Stock Incentive Plan, are subject to restriction on sale or transfer, are not fully vested, and are subject to risk of forfeiture on or before January 26, 2008.
- (2) The options vest in two equal annual installments beginning on January 26, 2006.
- (3) 1 for 1. These units vested under the BR 2001 Performance Share Unit Plan. The Compensation Committee of BR's Board of Directors may, in its discretion, vest units annually based on the Company's achievement of its strategic, operating and financial objectives. A cash pay-out of vested units occurred on January 26, 2005.
- (4) 1 for 1
- (5) Immediately.

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- (6) 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. 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.