

BURLINGTON RESOURCES INC  
 Form 4  
 April 04, 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 \*  
**GRANT LAIRD I**

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)  
 8960 BAY COLONY DRIVE UNIT #1102

3. Date of Earliest Transaction (Month/Day/Year)  
 03/31/2006

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

(Street)  
 NAPLES, FL 34108

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)
Common Stock	03/31/2006		D	1,524 D	0 (1)	I	Trust (2)

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	Amount or Number of Shares
Phantom Stock	<u>(3)</u>	03/31/2006		D		<u>(3)</u>	<u>(3)</u>	Common Stock	31,322
Stock Option (right to buy)	\$ 22	03/31/2006		D		03/27/1997 <sup>(4)</sup>	03/27/2007	Common Stock	2,000
Stock Option (right to buy)	\$ 23.9063	03/31/2006		D		03/26/1998 <sup>(5)</sup>	03/26/2008	Common Stock	2,000
Stock Option (right to buy)	\$ 19.4063	03/31/2006		D		04/07/1999 <sup>(6)</sup>	03/31/2009	Common Stock	2,000
Stock Option (right to buy)	\$ 19.0469	03/31/2006		D		04/19/2000 <sup>(7)</sup>	03/31/2009	Common Stock	4,000
Stock Option (right to buy)	\$ 24.065	03/31/2006		D		04/18/2001 <sup>(8)</sup>	03/31/2009	Common Stock	4,000
Stock Option (right to buy)	\$ 20.8325	03/31/2006		D		04/17/2002 <sup>(9)</sup>	03/31/2009	Common Stock	4,000
Stock Option (right to buy)	\$ 24.0225	03/31/2006		D		04/23/2003 <sup>(10)</sup>	03/31/2009	Common Stock	4,000
Stock Option (right to buy)	\$ 32.9825	03/31/2006		D		04/21/2004 <sup>(11)</sup>	03/31/2009	Common Stock	4,000
	\$ 49.545	03/31/2006		D		04/27/2005 <sup>(12)</sup>	03/31/2009		4,000



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(10) Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for 100% vesting immediately at the date of grant (April 23, 2003), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted a fully vested option to purchase 5,770 shares of ConocoPhillips common stock with an exercise price of \$16.6528 per share.

(11) Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for 100% vesting immediately at the date of grant (April 21, 2004), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted a fully vested option to purchase 5,770 shares of ConocoPhillips common stock with an exercise price of \$22.8640 per share.

(12) Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for 100% vesting immediately at the date of grant (April 27, 2005), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted a fully vested option to purchase 5,770 shares of ConocoPhillips common stock with an exercise price of \$34.3454 per share.

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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