BURLINGTON RESOURCES INC

Form 4

February 23, 2005

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

3235-0287

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per 0.5 response...

Estimated average

See Instruction

1(b).

Stock

(Print or Type Responses)

	•										
1. Name and Address of Reporting Person * SHAPIRO STEVEN J			2. Issuel I tallie and Tiener of Trading]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				(Month/Day/Year)				_X_ Director10% OwnerX_ Officer (give title Other (specify below) Executive V.P. and C.F.O.			
HOUSTON	(Street) J, TX 77002		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
11003101	i, 1A //002]	Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)		sed of 4 and (A) or		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)	
Common Stock	02/18/2005			F	4,065	D	\$ 47.97	108,789	D		
Common Stock	02/18/2005			M	9,600	A	\$ 20.3125	118,389	D		
Common Stock	02/18/2005			F	2,070	D	\$ 47.97	116,319	D		
Common Stock	02/18/2005			M	5,600	A	\$ 17.725	121,919	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	Securities		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 ot buy)	\$ 20.3125	02/18/2005		M		9,600	10/18/2002	10/17/2010	Common Stock	9,600
Stock Option (right ot buy)	\$ 17.725	02/18/2005		M		5,600	01/09/2003	01/08/2012	Common Stock	5,600

Reporting Owners

Reporting Owner Name / Address	Relationships						
rioporting of the Filmon Films on	Director	10% Owner	Officer	Other			
SHAPIRO STEVEN J							
BURLINGTON RESOURCES INC.	X		Executive V.P. and C.F.O.				

717 TEXAS AVENUE, SUITE 2100 HOUSTON, TX 77002

Signatures

Steven S. 02/23/2005 Shapiro

**Signature of Reporting Person Date

Reporting Owners 2

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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. 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.