

BURLINGTON RESOURCES INC
 Form 4
 March 07, 2005

FORM 4

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

OMB APPROVAL

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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)
 03/03/2005

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)	Price		
			Code	V	Amount		
Common Stock	03/03/2005		M		\$ 17.725	171,919	D
Common Stock	03/03/2005		S		\$ 51.85	169,919	D
Common Stock	03/03/2005		S		\$ 51.84	167,019	D
Common Stock	03/03/2005		S		\$ 51.83	161,019	D
	03/03/2005		S		\$ 51.82	158,519	D

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Common Stock							
Common Stock	03/03/2005	S	1,400	D	\$ 51.81	157,119	D
Common Stock	03/03/2005	S	4,900	D	\$ 51.79	152,219	D
Common Stock	03/03/2005	S	6,400	D	\$ 51.78	145,819	D
Common Stock	03/03/2005	S	300	D	\$ 51.77	145,519	D
Common Stock	03/03/2005	S	900	D	\$ 51.76	144,619	D
Common Stock	03/03/2005	S	3,100	D	\$ 51.75	141,519	D
Common Stock	03/03/2005	S	1,200	D	\$ 51.74	140,319	D
Common Stock	03/03/2005	S	700	D	\$ 51.73	139,619	D
Common Stock	03/03/2005	S	400	D	\$ 51.72	139,219	D
Common Stock	03/03/2005	S	4,100	D	\$ 51.71	135,119	D
Common Stock	03/03/2005	S	1,300	D	\$ 51.7	133,819	D
Common Stock	03/03/2005	S	4,300	D	\$ 51.69	129,519	D
Common Stock	03/03/2005	S	2,600	D	\$ 51.68	126,919	D
Common Stock	03/03/2005	S	200	D	\$ 51.67	126,719	D
Common Stock	03/03/2005	S	900	D	\$ 51.66	125,819	D
Common Stock	03/03/2005	S	2,100	D	\$ 51.65	123,719	D
Common Stock	03/03/2005	S	1,800	D	\$ 51.61	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 17.725	03/03/2005		M	50,000	01/09/2003	01/09/2012	Common Stock	50,000

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

Jeffery P. Monte
Attorney-in-fact

03/07/2005

**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).

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