

BURLINGTON RESOURCES INC  
 Form 4  
 March 27, 2006

**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)  
 03/23/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 E.V.P., Finance & Corp. Dev.

(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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	03/23/2006		M	V	30,000	A	\$ 25.36	104,194	D
Common Stock	03/23/2006		S		100	D	\$ 90.55	104,094	D
Common Stock	03/23/2006		S		5,700	D	\$ 90.54	98,394	D
Common Stock	03/23/2006		S		11,200	D	\$ 90.52	87,194	D
	03/23/2006		S		3,200	D		83,994	D

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Common Stock						\$ 90.51		
Common Stock	03/23/2006		S	9,800	D	\$ 90.5	74,194	D
Common Stock	03/23/2006		M	4,600	A	\$ 21.01	78,794	D
Common Stock	03/23/2006		S	4,600	D	\$ 90.53	74,194	D
Common Stock	03/23/2006		M	1,900	A	\$ 21.01	76,094	D
Common Stock	03/23/2006		S	1,900	D	\$ 90.53	74,194	D

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

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(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. 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)	\$ 25.36	03/23/2006		M	30,000	01/17/2002 01/17/2011	Common Stock	30,000	
Stock Option (right to buy)	\$ 21.01	03/23/2006		M	4,600	01/22/2004 01/21/2013	Common Stock	4,600	
Stock Option (right to buy)	\$ 21.01	03/23/2006		M	1,900	01/22/2004 01/22/2013	Common Stock	1,900	

## 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		E.V.P., Finance & Corp. Dev.	

## Signatures

Steven J. Shapiro  
03/27/2006

\*\*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).

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.