

BURLINGTON RESOURCES INC
 Form 4
 March 29, 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 *
WILLIAMS JOHN A

(Last) (First) (Middle)

BURLINGTON RESOURCES INC., 717 TEXAS AVENUE, SUITE 2100

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BURLINGTON RESOURCES INC [BR]

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 S.V.P., Exploration

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/27/2006 | | M | | 2,200 | A | \$ 44.215 |
| Common Stock | 03/27/2006 | | S | | 2,200 | D | \$ 91.84 |
| Common Stock | 03/27/2006 | | M | | 10,300 | A | \$ 44.215 |
| Common Stock | 03/27/2006 | | S | | 3,800 | D | \$ 91.84 |
| | 03/27/2006 | | S | | 6,500 | D | \$ 91.83 |

Common
Stock

Common
Stock

0 ⁽¹⁾

I

401 (k)
Plan

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 44.215 | 03/27/2006 | | M | 2,200 | 01/26/2006 01/25/2015 | Common Stock | 2,200 |
| Stock Option (right to buy) | \$ 44.215 | 03/27/2006 | | M | 10,300 | 01/26/2006 01/26/2015 | Common Stock | 10,300 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILLIAMS JOHN A
BURLINGTON RESOURCES INC.
717 TEXAS AVENUE, SUITE 2100
HOUSTON, TX 77002

S.V.P., Exploration

Signatures

John A.
Williams

03/29/2006

Date

Signature of
Reporting Person

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) The number of Indirect Securities Beneficially Owned in the BR Inc. Retirement Savings Plan (401 (k) Plan) is zero shares which includes a decrease of 3,007 shares between January 31, 2006 and March 27, 2006. This plan uses unit accounting to track fund balances.

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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