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BURLINGTON RESOURCES INC

Form 3 July 28, 2005

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement BURLINGTON RESOURCES INC [BR] Whitehead Dane E (Month/Day/Year) 07/27/2005 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) **BURLINGTON RESOURCES** (Check all applicable) INC., 717 TEXAS AVENUE, **SUITE 2100** 10% Owner Director (Street) _X__ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) V.P. and Controller _X_ Form filed by One Reporting Person HOUSTON. TXÂ 77002 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Ownership Beneficially Owned Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) $D^{(1)}$ Â No securities owned 0 Common Stock 50 (2) Ι By wife

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	(3)	01/25/2015	Common Stock	2,200	\$ 44.215	D	Â
Stock Option (right to buy)	(3)	01/26/2015	Common Stock	5,800	\$ 44.215	D	Â
Phantom Stock Units	(4)	01/22/2006	Common Stock	4,000	\$ <u>(5)</u>	D	Â
Phantom Stock Units	(4)	01/21/2007	Common Stock	5,000	\$ <u>(5)</u>	D	Â
Phantom Stock Units	(4)	01/26/2008	Common Stock	2,500	\$ <u>(5)</u>	D	Â
Phantom Stock Units	(6)	(7)	Common Stock	10,639	\$ <u>(5)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Othe	
Whitehead Dane E					
BURLINGTON RESOURCES INC.	â	Â	V.P. and Controller	â	
717 TEXAS AVENUE, SUITE 2100	A	А	Controller	А	
HOUSTON. TX 77002					

Signatures

Jeffery P. Monte Attorney-in-fact 07/28/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) No securities beneficially owned.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) The options vests in two installments beginning on January 26, 2006.
- (4) These phantom stock units were approved by the Company's Compensation Committee and are to be settled in cash upon expiration. In the event of permanent disability or death, the units will automatically vest and immediately payable.
- (**5**) 1 for 1
- (6) Immediately.

(7)

Reporting Owners 2

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These phantom stock units were acquired under the Company's deferred compensation plan and are to be settled in cash upon retirement or other termination from the Company.

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.