

BURLINGTON RESOURCES INC
 Form 4
 April 04, 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 *
MCCOY JOSEPH P

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)
03/31/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 S.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) Code V Amount (D) Price | | | |
| Common Stock | 03/31/2006 | | D | 19,488 D | 0 (1) | D | |

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

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SEC 1474 (9-02)

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

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(2) 1 for 1. Pursuant to the Merger Agreement, at the Effective Time, these phantom stock units ceased to be measured by the value of Issuer common stock and were converted into 70,130 phantom stock units measured by the value of ConocoPhillips common stock. These phantom stock units were acquired under the Company's deferred compensation plan, are fully vested, and are to be settled in cash upon retirement or other termination of employment.

(3) 1 for 1. These units were granted under the Issuer's 2005 Performance Share Unit Plan. At the Effective Time, the Reporting Person became vested in, and entitled to a cash payment with respect to, 2,457 performance stock units in accordance with the provisions of the plan and the Merger Agreement, and the remaining unvested performance stock units were forfeited at that time.

(4) Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for 100 % vesting after one year following the date of grant (January 21, 2004), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted a fully vested option to purchase 23,946 shares of ConocoPhillips common stock with an exercise price of \$20.3511 per share.

(5) Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for vesting in two equal annual installments following the date of grant (January 26, 2005), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted a fully vested option to purchase 14,425 shares of ConocoPhillips common stock with an exercise price of \$30.6506 per share.

(6) With the respect to 2,200 of the 10,000 shares underlying this option, the expiration date is January 25, 2015.

(7) Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for vesting in two equal annual installments following the date of grant (July 27, 2005), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted a fully vested option to purchase 10,819 shares of ConocoPhillips common stock with an exercise price of \$44.1821 per share.

(8) Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for vesting in two equal annual installments following the date of grant (January 25, 2006), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted an option to purchase 24,523 shares of ConocoPhillips common stock with an exercise price of \$62.9925 per share.

(9) With the respect to 1,100 of the 17,000 shares underlying this option, the expiration date is January 24, 2016.

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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