

SHACKOULS BOBBY S

Form 4

November 24, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHACKOULS BOBBY S

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)
717 TEXAS AVENUE, SUITE 2100
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2004

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chmn of Brd, Pres & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/23/2004		M	3,800 ⁽¹⁾	A \$ 25.36 ⁽¹⁾	163,800 ⁽¹⁾	D
Common Stock	11/23/2004		S	3,800	D \$ 44.61	160,000	D
Common Stock	11/23/2004		M	196,200 ⁽¹⁾	A \$ 25.36 ⁽¹⁾	356,200 ⁽¹⁾	D
Common Stock	11/23/2004		S	1,000	D \$ 44.7	355,200	D
	11/23/2004		S	2,500	D	352,700	D

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Common Stock					\$ 44.69		
Common Stock	11/23/2004	S	6,000	D	\$ 44.68	346,700	D
Common Stock	11/23/2004	S	9,500	D	\$ 44.67	337,200	D
Common Stock	11/23/2004	S	15,300	D	\$ 44.66	321,900	D
Common Stock	11/23/2004	S	22,300	D	\$ 44.65	299,600	D
Common Stock	11/23/2004	S	7,800	D	\$ 44.64	291,800	D
Common Stock	11/23/2004	S	11,700	D	\$ 44.63	280,100	D
Common Stock	11/23/2004	S	8,600	D	\$ 44.62	271,500	D
Common Stock	11/23/2004	S	3,000	D	\$ 44.61	268,500	D
Common Stock	11/23/2004	S	87,500	D	\$ 44.6	181,000	D
Common Stock	11/23/2004	S	2,200	D	\$ 44.59	178,800	D
Common Stock	11/23/2004	S	9,100	D	\$ 44.58	169,700	D
Common Stock	11/23/2004	S	1,300	D	\$ 44.56	168,400	D
Common Stock	11/23/2004	S	1,800	D	\$ 44.53	166,600	D
Common Stock	11/23/2004	S	1,500	D	\$ 44.51	165,100	D
Common Stock	11/23/2004	S	5,100	D	\$ 44.5	160,000	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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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 of Number of Shares
Stock Option (right to buy)	\$ 25.36 (1)	11/23/2004		M		3,800	(1)	01/17/2002	01/16/2011	Common Stock	3,800 (1)
Stock Option (right to buy)	\$ 25.36 (1)	11/23/2004		M		196,200	(1)	01/17/2002	01/17/2011	Common Stock	196,200 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHACKOULS BOBBY S 717 TEXAS AVENUE SUITE 2100 HOUSTON, TX 77002	X Chmn of Brd, Pres & CEO

Signatures

Bobby S.
Shackouls

11/24/2004

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).

(1) Amounts adjusted for a 2 for 1 stock split payable June 1, 2004 to holders of record on May 5, 2004.

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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