

BURLINGTON RESOURCES INC

Form 4

January 06, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Orce, Kenneth W.

Cahill Gordon & Reindel

Eighty Pine Street

New York, NY 10005

USA

2. Issuer Name and Ticker or Trading Symbol

Burlington Resources Inc.

BR

3. IRS or Social Security Number of Reporting Person (Voluntary)

070-34-3699

4. Statement for Month/Year

01/02/2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other

(specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned at End of Month
			Amount	Price

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Underlying Securities
				Amount	ble	Title and Number of Shares	

Phantom Stock Units	1 for 1	1/2/0	A	25	A	(1)	(1)	Common Stock	25	\$43
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Explanation of Responses:

(1) These Phantom Stock Units were acquired under the company's deferred compensation plans and are to be settled in cash upon retirement or other termination from the company.

SIGNATURE OF REPORTING PERSON

/s/ Kenneth W. Orce

DATE

1/6/2003