

BURLINGTON RESOURCES INC
 Form 3
 July 28, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

| | | | | |
|--|---|--|--|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Whitehead Dane E</p> <p>(Last) (First) (Middle)</p> <p>BURLINGTON RESOURCES INC.,Â 717 TEXAS AVENUE, SUITE 2100</p> <p>(Street)</p> <p>HOUSTON,Â TXÂ 77002</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/27/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BURLINGTON RESOURCES INC [BR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) V.P. and Controller</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> |
| | | | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> | |

Table I - Non-Derivative Securities Beneficially Owned

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

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (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) | Â (3) | 01/25/2015 | Common Stock | 2,200 | \$ 44.215 | D | Â |
| Stock Option (right to buy) | Â (3) | 01/26/2015 | Common Stock | 5,800 | \$ 44.215 | D | Â |
| Phantom Stock Units | Â (4) | 01/22/2006 | Common Stock | 4,000 | \$ (5) | D | Â |
| Phantom Stock Units | Â (4) | 01/21/2007 | Common Stock | 5,000 | \$ (5) | D | Â |
| Phantom Stock Units | Â (4) | 01/26/2008 | Common Stock | 2,500 | \$ (5) | D | Â |
| Phantom Stock Units | Â (6) | Â (7) | Common Stock | 10,639 | \$ (5) | D | Â |

Reporting Owners

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

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)

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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.