

LIMBACHER RANDY L
 Form 4
 February 01, 2006

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LIMBACHER RANDY L

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)
 01/30/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 E.V.P. and C.O.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)	Price		
Common Stock	01/30/2006		M	5,600	A \$ 17.725	90,274	D
Common Stock	01/30/2006		S	5,600	D \$ 91.95	84,674	D
Common Stock	01/30/2006		M	4,600	A \$ 21.01	89,274	D
Common Stock	01/30/2006		S	4,600	D \$ 91.95	84,674	D
	01/30/2006		M	29,400	A	114,074	D

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Common Stock					\$	17.725	
Common Stock	01/30/2006	S	29,400	D	\$ 91.9	84,674	D
Common Stock	01/30/2006	M	65,400	A	\$ 21.01	150,074	D
Common Stock	01/30/2006	S	7,800	D	\$ 91.95	142,274	D
Common Stock	01/30/2006	S	3,000	D	\$ 91.94	139,274	D
Common Stock	01/30/2006	S	1,200	D	\$ 91.93	138,074	D
Common Stock	01/30/2006	S	8,800	D	\$ 91.92	129,274	D
Common Stock	01/30/2006	S	9,200	D	\$ 91.91	120,074	D
Common Stock	01/30/2006	S	200	D	\$ 91.9	119,874	D
Common Stock	01/30/2006	S	7,400	D	\$ 91.89	112,474	D
Common Stock	01/30/2006	S	3,100	D	\$ 91.88	109,374	D
Common Stock	01/30/2006	S	7,800	D	\$ 91.87	101,574	D
Common Stock	01/30/2006	S	7,300	D	\$ 91.86	94,274	D
Common Stock	01/30/2006	S	2,000	D	\$ 91.85	92,274	D
Common Stock	01/30/2006	S	1,000	D	\$ 91.84	91,274	D
Common Stock	01/30/2006	S	2,600	D	\$ 91.83	88,674	D
Common Stock	01/30/2006	S	1,800	D	\$ 91.81	86,874	D
Common Stock	01/30/2006	S	100	D	\$ 91.79	86,774	D
Common Stock	01/30/2006	S	1,900	D	\$ 91.78	84,874	D
Common Stock	01/30/2006	S	100	D	\$ 91.77	84,774	D
	01/30/2006	S	100	D	\$ 91.76	84,674	D

Common
Stock

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

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

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 17.725	01/30/2006		M		5,600	01/09/2003	01/08/2012	Common Stock	5,600
Stock Option (right to buy)	\$ 17.725	01/30/2006		M		29,400	01/09/2003	01/09/2012	Common Stock	29,400
Stock Option (right to buy)	\$ 21.01	01/30/2006		M		4,600	01/22/2004	01/21/2013	Common Stock	4,600
Stock Option (right to buy)	\$ 21.01	01/30/2006		M		65,400	01/22/2004	01/22/2013	Common Stock	65,400
Phantom Stock Units	<u>(1)</u>	01/30/2006		I		35,766	<u>(2)</u>	<u>(3)</u>	Common Stock	35,766

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

LIMBACHER RANDY L
BURLINGTON RESOURCES INC.
717 TEXAS AVENUE, SUITE 2100
HOUSTON, TX 77002

X

E.V.P.
and
C.O.O.

Signatures

Randy L.
Limbacher 02/01/2006

__Signature of Date
Reporting Person

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) 1 for 1
- (2) Immediately.
- (3) 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.
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