

ANDERSON REUBEN V  
Form 4  
March 24, 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 \*  
ANDERSON REUBEN V

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)  
PHELPS DUNBAR, 111 EAST  
CAPITAL ST., SUITE 600  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/22/2006

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

JACKSON, MS 39201

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	03/23/2006		M			4,000	A	\$ 20.8325	6,000	D	
Common Stock	03/23/2006		S			2,000	D	\$ 90.6	4,000	D	
Common Stock	03/23/2006		S			2,000	D	\$ 90.61	2,000	D	
Common Stock	03/23/2006		M			4,000	A	\$ 24.0225	6,000	D	
Common Stock	03/23/2006		S			900	D	\$ 90.61	5,100	D	

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Common Stock	03/23/2006	S	400	D	\$ 90.62	4,700	D
Common Stock	03/23/2006	S	1,100	D	\$ 90.63	3,600	D
Common Stock	03/23/2006	S	200	D	\$ 90.64	3,400	D
Common Stock	03/23/2006	S	1,400	D	\$ 90.65	2,000	D
Common Stock	03/23/2006	M	4,000	A	\$ 32.9825	6,000	D
Common Stock	03/23/2006	S	1,200	D	\$ 90.65	4,800	D
Common Stock	03/23/2006	S	1,100	D	\$ 90.66	3,700	D
Common Stock	03/23/2006	S	1,700	D	\$ 90.67	2,000	D
Common Stock	03/23/2006	M	4,000	A	\$ 49.545	6,000	D
Common Stock	03/23/2006	S	1,600	D	\$ 90.67	3,400	D
Common Stock	03/23/2006	S	2,400	D	\$ 90.69	2,000	D

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

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(9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	03/22/2006		I	10,405	<u>(2)</u>	<u>(3)</u>	Common Stock	10,405

Units											
Stock Option (right to buy)	\$ 20.8325	03/23/2006	M	4,000	04/17/2002	04/17/2012	Common Stock	4,000			
Stock Option (right to buy)	\$ 24.0225	03/23/2006	M	4,000	04/23/2003	04/23/2013	Common Stock	4,000			
Stock Option (right to buy)	\$ 32.9825	03/23/2006	M	4,000	04/21/2004	04/21/2014	Common Stock	4,000			
Stock Option (right to buy)	\$ 49.545	03/23/2006	M	4,000	04/27/2005	04/27/2015	Common Stock	4,000			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON REUBEN V PHELPS DUNBAR 111 EAST CAPITAL ST., SUITE 600 JACKSON, MS 39201	X			

## Signatures

Jeffery P. Monte  
Attorney-in-fact  
03/24/2006

\_\_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) 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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