

BURLINGTON RESOURCES INC

Form 4

April 04, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCOY JOSEPH P

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)
03/31/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
S.V.P. and C.F.O.

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

HOUSTON, TX 77002

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/31/2006		D		19,488	D	<u>(1)</u> 0 ⁽¹⁾

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

**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
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(2)	03/31/2006		D		48,615		(2)	(2)	Common Stock	48,615
Performance Share Units	(3)	03/31/2006		D		30,000		(3)	(3)	Common Stock	30,000
Stock Option (right to buy)	\$ 29.3575	03/31/2006		D		16,600		(4)	01/21/2014	Common Stock	16,600
Stock Option (right to buy)	\$ 44.215	03/31/2006		D		10,000		(5)	01/26/2015(6)	Common Stock	10,000
Stock Option (right to buy)	\$ 63.735	03/31/2006		D		7,500		(7)	07/27/2015	Common Stock	7,500
Stock Option (right to buy)	\$ 90.87	03/31/2006		D		17,000		(8)	01/25/2016(9)	Common Stock	17,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCCOY JOSEPH P BURLINGTON RESOURCES INC. 717 TEXAS AVENUE, SUITE 2100 HOUSTON, TX 77002	S.V.P. and C.F.O.

Signatures

Joseph P.
McCoy 04/04/2006

__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).

14,988 of the shares of common stock listed in Table I were cancelled at the effective time of the merger (the "Effective Time") contemplated by the Agreement and Plan of Merger, dated December 12, 2005, to which the Issuer and ConocoPhillips are parties (the (1) "Merger Agreement"), and, in consideration of such cancellation, the Reporting Person became entitled to receive, for each such share of Issuer common stock, 0.7214 shares of ConocoPhillips common stock and \$46.50. The remaining 4,500 of the shares of common stock listed in Table I were converted at the Effective Time into 6,491 shares of ConocoPhillips common stock.

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(2) 1 for 1. Pursuant to the Merger Agreement, at the Effective Time, these phantom stock units ceased to be measured by the value of Issuer common stock and were converted into 70,130 phantom stock units measured by the value of ConocoPhillips common stock. These phantom stock units were acquired under the Company's deferred compensation plan, are fully vested, and are to be settled in cash upon retirement or other termination of employment.

(3) 1 for 1. These units were granted under the Issuer's 2005 Performance Share Unit Plan. At the Effective Time, the Reporting Person became vested in, and entitled to a cash payment with respect to, 2,457 performance stock units in accordance with the provisions of the plan and the Merger Agreement, and the remaining unvested performance stock units were forfeited at that time.

(4) Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for 100 % vesting after one year following the date of grant (January 21, 2004), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted a fully vested option to purchase 23,946 shares of ConocoPhillips common stock with an exercise price of \$20.3511 per share.

(5) Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for vesting in two equal annual installments following the date of grant (January 26, 2005), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted a fully vested option to purchase 14,425 shares of ConocoPhillips common stock with an exercise price of \$30.6506 per share.

(6) With the respect to 2,200 of the 10,000 shares underlying this option, the expiration date is January 25, 2015.

(7) Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for vesting in two equal annual installments following the date of grant (July 27, 2005), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted a fully vested option to purchase 10,819 shares of ConocoPhillips common stock with an exercise price of \$44.1821 per share.

(8) Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for vesting in two equal annual installments following the date of grant (January 25, 2006), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted an option to purchase 24,523 shares of ConocoPhillips common stock with an exercise price of \$62.9925 per share.

(9) With the respect to 1,100 of the 17,000 shares underlying this option, the expiration date is January 24, 2016.

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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