

LIMBACHER RANDY L

Form 4

February 01, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

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.

BURLINGTON RESOURCES
INC., 717 TEXAS AVENUE,
SUITE 2100

(Street)

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
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

Edgar Filing: LIMBACHER RANDY L - Form 4

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

Edgar Filing: LIMBACHER RANDY L - Form 4

Common
Stock

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 number.

SEC 1474
(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
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

Reporting Owners

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
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.

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.