

BURLINGTON RESOURCES INC

Form 4

April 04, 2006

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

OMB APPROVAL

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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 \*  
HANOWER L DAVID

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., Law & Admin.

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 03/31/2006                              |                                                             | D                                       |                                                                            | 60,691                                                                                                             | D                                                                    | (1) 0                                                             |
| Common<br>Stock                       | 03/31/2006                              |                                                             | D                                       |                                                                            | 1,831                                                                                                              | D                                                                    | (2) 0                                                             |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                       |                               |
| Phantom Stock                              | (3)                                                    | 03/31/2006                           |                                                    | D                              | 44,105                                                                                  | (3) (3)                                                  | Common Stock                                                | 44,105                        |
| Performance Share Units                    | (4)                                                    | 03/31/2006                           |                                                    | D                              | 41,250                                                                                  | (4) (4)                                                  | Common Stock                                                | 41,250                        |
| Stock Option (right to buy)                | \$ 21.01                                               | 03/31/2006                           |                                                    | D                              | 50,000                                                                                  | (5) 01/22/2013(6)                                        | Common Stock                                                | 50,000                        |
| Stock Option (right to buy)                | \$ 29.3575                                             | 03/31/2006                           |                                                    | D                              | 40,000                                                                                  | (7) 01/21/2014(8)                                        | Common Stock                                                | 40,000                        |
| Stock Option (right to buy)                | \$ 44.215                                              | 03/31/2006                           |                                                    | D                              | 25,000                                                                                  | (9) 01/26/2015(10)                                       | Common Stock                                                | 25,000                        |
| Stock Option (right to buy)                | \$ 90.87                                               | 03/31/2006                           |                                                    | D                              | 20,000                                                                                  | (11) 01/25/2016(12)                                      | Common Stock                                                | 20,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships                    |
|---------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                   | Director 10% Owner Officer Other |
| HANOWER L DAVID<br>BURLINGTON RESOURCES INC.<br>717 TEXAS AVENUE, SUITE 2100<br>HOUSTON, TX 77002 | S.V.P., Law & Admin.             |

## Signatures

L. David  
Hanower 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).
- (1) 54,191 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

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"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 6,500 of the shares of common stock listed in Table I were converted at the Effective Time into 9,376 shares of ConocoPhillips common stock.

- (2) 1,831 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 "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.
- (3) 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 63,625 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.
- (4) 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, 3,378 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.
- (5) 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 22, 2003), ceased to represent a right to acquire shares of common stock of the Issuer and thereafter constituted a fully vested option to purchase 72,127 shares of ConocoPhillips common stock with an exercise price of \$14.5645 per share.
- (6) With the respect to 4,600 of the 50,000 shares underlying this option, the expiration date is January 21, 2013.
- (7) 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 57,702 shares of ConocoPhillips common stock with an exercise price of \$20.3511 per share.
- (8) With the respect to 3,400 of the 40,000 shares underlying this option, the expiration date is January 20, 2014.
- (9) 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 36,063 shares of ConocoPhillips common stock with an exercise price of \$30.6506 per share.
- (10) With the respect to 2,200 of the 25,000 shares underlying this option, the expiration date is January 25, 2015.
- (11) 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 28,851 shares of ConocoPhillips common stock with an exercise price of \$62.9925 per share.
- (12) With the respect to 1,100 of the 20,000 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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