

HANOWER L DAVID
Form 4
February 15, 2005

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 *
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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. VP, Law & Admin

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/11/2005		M		46,200	A	\$ 25.36
Common Stock	02/11/2005		S		1,200	D	\$ 46.08
Common Stock	02/11/2005		S		4,000	D	\$ 46.04
Common Stock	02/11/2005		S		4,600	D	\$ 46.02
	02/11/2005		S		6,500	D	
							108,202
							101,702

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Common Stock						\$ 46.01	
Common Stock	02/11/2005		S	29,900	D	\$ 46	71,802 D
Common Stock	02/11/2005		M	3,800	A	\$ 25.36	75,602 D
Common Stock	02/11/2005		S	3,800	D	\$ 46.08	71,802 ⁽¹⁾ 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
Stock Option (right to buy)	\$ 25.36	02/11/2005		M	46,200	01/17/2002 01/17/2011	Common Stock 46,200
Stock Option (right to buy)	\$ 25.36	02/11/2005		M	3,800	01/17/2002 01/16/2011	Common Stock 3,800
Phantom Stock Units	⁽²⁾	02/11/2005		I	43,654	⁽³⁾ ⁽⁴⁾	Common Stock 43,654

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HANOWER L DAVID
BURLINGTON RESOURCES INC.
717 TEXAS AVENUE, SUITE 2100
HOUSTON, TX 77002

Sr. VP,
Law &
Admin

Signatures

L. David
Hanower

02/15/2005

**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) The number of Indirect Securities Beneficially Owned in the BR Inc. Retirement Savings Plan (401 (k) Plan) is 1,927 shares which includes a decrease of 4 shares between December 31, 2004 and January 31, 2005. This plan uses unit accounting to track fund balances.
- (2) 1 for 1
- (3) Immediately.
- (4) 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.