

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
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 *
SHAPIRO STEVEN J

(Last) (First) (Middle)

BURLINGTON RESOURCES
INC., 717 TEXAS AVENUE,
SUITE 2100

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
BURLINGTON RESOURCES INC
[BR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
E.V.P., Finance & Corp. Dev.

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

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		59,884	D	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
number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: BURLINGTON RESOURCES INC - Form 4

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 Underlying Security
Phantom Stock	(2)	03/31/2006		D	119,296	(2)	(2)	Common Stock	11
Performance Share Units	(3)	03/31/2006		D	52,500	(3)	(3)	Common Stock	5
Stock Option (right to buy)	\$ 29.3575	03/31/2006		D	40,000	(4)	01/21/2014	Common Stock	4
Stock Option (right to buy)	\$ 44.215	03/31/2006		D	35,000	(5)	01/26/2015(6)	Common Stock	2
Stock Option (right to buy)	\$ 90.87	03/31/2006		D	30,000	(7)	01/25/2016(8)	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHAPIRO STEVEN J BURLINGTON RESOURCES INC. 717 TEXAS AVENUE, SUITE 2100 HOUSTON, TX 77002	X E.V.P., Finance & Corp. Dev.

Signatures

Jeffery P. Monte
Attorney-in-fact

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).

51,384 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. The remaining 8,500 of the shares of common stock listed in Table I were converted at the Effective Time into 12,261 shares of ConocoPhillips common stock.

(1) 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 172,092 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.

Edgar Filing: BURLINGTON RESOURCES INC - Form 4

- 1 for 1. These units were granted under the Issuer's 2005 Performance Share Unit Plan. At the Effective Time, the Reporting Person
- (3) became vested in, and entitled to a cash payment with respect to, 4,300 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.
- Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for 100 % vesting after one year following the date
- (4) 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.
- Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for vesting in two equal annual installments
- (5) 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 50,489 shares of ConocoPhillips common stock with an exercise price of \$30.6506 per share.
- (6) With the respect to 2,200 of the 35,000 shares underlying this option, the expiration date is January 25, 2015.
- Pursuant to the Merger Agreement, at the Effective Time, this option, which provided for vesting in two equal annual installments
- (7) 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 43,276 shares of ConocoPhillips common stock with an exercise price of \$62.9925 per share.
- (8) With the respect to 1,100 of the 30,000 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.

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.