

BURLINGTON RESOURCES INC

Form 8-K

December 20, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 15, 2005

BURLINGTON RESOURCES INC.

(Exact name of registrant as specified in its charter)

Delaware

1-9971

91-1413284

(State or other Jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

717 Texas Avenue, Suite 2100, Houston, Texas

77002

(Address of principal executive offices)

(Zip Code)

713-624-9000

Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4)
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Item 8.01. Other Events.

On December 15, 2005, Burlington Resources Inc. (Burlington) and Burlington Resources Oil & Gas Company LP, a wholly owned indirect subsidiary of Burlington, entered into an underwriting agreement for the public offering of up to 9,890,000 units of beneficial interest (the Units) in the Permian Basin Royalty Trust. A copy of the Underwriting Agreement is filed as Exhibit 1.1 hereto. Closing of the sale of the Units is scheduled for December 21, 2005.

Item 9.01. Financial Statements and Other Exhibits.

(c) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 1.1 | Underwriting Agreement dated December 15, 2005, among Burlington Resources Inc., Burlington Resources Oil & Gas LP, Bank of America N.A. (as Trustee of the Permian Basin Royalty Trust) and Lehman Brothers Inc., Wachovia Capital Markets, LLC, Citigroup Global Markets Inc., RBC Capital Markets Corporation, Credit Suisse First Boston LLC, UBS Securities LLC and Stifel, Nicolaus & Company, Incorporated. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BURLINGTON RESOURCES INC.

Date: December 19, 2005

By: /s/ Frederick J. Plaeger II

Name: Frederick J. Plaeger II

Title: Vice President and General Counsel

EXHIBIT INDEX

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