

SHACKOULS BOBBY S
Form 4
November 24, 2004

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 *
SHACKOULS BOBBY S

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)
717 TEXAS AVENUE, SUITE 2100
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chmn of Brd, Pres & CEO

HOUSTON, TX 77002

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

(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 (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/23/2004		M		\$ 25.36 <u>(1)</u>	D	163,800 <u>(1)</u>
Common Stock	11/23/2004		S		\$ 44.61	D	160,000
Common Stock	11/23/2004		M		\$ 25.36 <u>(1)</u>	D	356,200 <u>(1)</u>
Common Stock	11/23/2004		S		\$ 44.7	D	355,200
	11/23/2004		S			D	352,700

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Common Stock					\$ 44.69		
Common Stock	11/23/2004	S	6,000	D	\$ 44.68	346,700	D
Common Stock	11/23/2004	S	9,500	D	\$ 44.67	337,200	D
Common Stock	11/23/2004	S	15,300	D	\$ 44.66	321,900	D
Common Stock	11/23/2004	S	22,300	D	\$ 44.65	299,600	D
Common Stock	11/23/2004	S	7,800	D	\$ 44.64	291,800	D
Common Stock	11/23/2004	S	11,700	D	\$ 44.63	280,100	D
Common Stock	11/23/2004	S	8,600	D	\$ 44.62	271,500	D
Common Stock	11/23/2004	S	3,000	D	\$ 44.61	268,500	D
Common Stock	11/23/2004	S	87,500	D	\$ 44.6	181,000	D
Common Stock	11/23/2004	S	2,200	D	\$ 44.59	178,800	D
Common Stock	11/23/2004	S	9,100	D	\$ 44.58	169,700	D
Common Stock	11/23/2004	S	1,300	D	\$ 44.56	168,400	D
Common Stock	11/23/2004	S	1,800	D	\$ 44.53	166,600	D
Common Stock	11/23/2004	S	1,500	D	\$ 44.51	165,100	D
Common Stock	11/23/2004	S	5,100	D	\$ 44.5	160,000	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)

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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 of Number of Shares
Stock Option (right to buy)	\$ 25.36 <u>(1)</u>	11/23/2004		M	3,800 <u>(1)</u>	01/17/2002	01/16/2011	Common Stock	3,800 <u>(1)</u>
Stock Option (right to buy)	\$ 25.36 <u>(1)</u>	11/23/2004		M	196,200 <u>(1)</u>	01/17/2002	01/17/2011	Common Stock	196,200 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHACKOULS BOBBY S 717 TEXAS AVENUE SUITE 2100 HOUSTON, TX 77002	X		Chmn of Brd, Pres & CEO	

Signatures

Bobby S.
Shackouls
11/24/2004
Date

**Signature of Reporting Person

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) Amounts adjusted for a 2 for 1 stock split payable June 1, 2004 to holders of record on May 5, 2004.

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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