

BURLINGTON RESOURCES INC

Form 8-K

July 29, 2005

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**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): July 28, 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 7.01 Regulation FD Disclosure and Item 2.02 Results of Operations and Financial Condition.

Item 9.01 Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

Press Release

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Item 7.01 Regulation FD Disclosure and Item 2.02 Results of Operations and Financial Condition.

On July 28, 2005, Burlington Resources Inc. issued a press release announcing its earnings for its second quarter of fiscal year 2005. The information set forth in the release under the heading Outlook shall be deemed furnished pursuant to Item 7.01. Information set forth in the release other than that deemed furnished pursuant to Item 7.01, as described above, shall be deemed furnished pursuant to Item 2.02. A copy of the news release is furnished herewith as Exhibit 99.1.

The information furnished under Items 7.01 and 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

The following is furnished as an exhibit to this report:

99.1 Press Release of Burlington Resources Inc. dated July 28, 2005.

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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: July 28, 2005

By: /s/ Frederick J. Plaeger II
Name: Frederick J. Plaeger II
Title: Vice President and
General Counsel

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EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|-----------------------------------------------------------------|
| 99.1 | Press Release of Burlington Resources Inc. dated July 28, 2005. |