

BURLINGTON RESOURCES INC
 Form 4
 March 16, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
HARDING ROBERT J

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)

Director 10% Owner
 Officer (give title below) Other (specify below)

BRASCAN CORPORATION, STE 300, BCE PL 181 BAY ST, PO BOX 762

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

TORONTO, A6 M5J2T3

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 03/14/2006 | | M | | \$ 20.8325 | 12,000 | D |
| Common Stock | 03/14/2006 | | S | | \$ 89.39 | 10,000 | D |
| Common Stock | 03/14/2006 | | S | | \$ 89.41 | 4,600 | D |
| Common Stock | 03/14/2006 | | S | | \$ 89.42 | 2,200 | D |
| | 03/14/2006 | | S | | \$ 89.43 | 2,000 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|-------|---|
| Common Stock | | | | | | | |
| Common Stock | 03/14/2006 | M | 4,000 | A | \$ 24.0225 | 6,000 | D |
| Common Stock | 03/14/2006 | S | 200 | D | \$ 89.38 | 5,800 | D |
| Common Stock | 03/14/2006 | S | 700 | D | \$ 89.39 | 5,100 | D |
| Common Stock | 03/14/2006 | S | 300 | D | \$ 89.4 | 4,800 | D |
| Common Stock | 03/14/2006 | S | 1,400 | D | \$ 89.44 | 3,400 | D |
| Common Stock | 03/14/2006 | S | 400 | D | \$ 89.45 | 3,000 | D |
| Common Stock | 03/14/2006 | S | 1,000 | D | \$ 89.46 | 2,000 | D |
| Common Stock | 03/14/2006 | M | 4,000 | A | \$ 32.9825 | 6,000 | D |
| Common Stock | 03/14/2006 | S | 300 | D | \$ 89.46 | 5,700 | D |
| Common Stock | 03/14/2006 | S | 100 | D | \$ 89.5 | 5,600 | D |
| Common Stock | 03/14/2006 | S | 200 | D | \$ 89.51 | 5,400 | D |
| Common Stock | 03/14/2006 | S | 3,400 | D | \$ 89.53 | 2,000 | D |
| Common Stock | 03/14/2006 | M | 4,000 | A | \$ 49.545 | 6,000 | D |
| Common Stock | 03/14/2006 | S | 4,000 | D | \$ 89.5 | 2,000 | D |
| Common Stock | 03/14/2006 | S | 2,000 | D | \$ 89.39 | 0 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 or Number of Shares |
| Stock Option (right to buy) | \$ 20.8325 | 03/14/2006 | | M | 10,000 | 04/17/2002 | 04/17/2012 | Common Stock | 10,000 |
| Stock Option (right to buy) | \$ 24.0225 | 03/14/2006 | | M | 4,000 | 04/23/2003 | 04/23/2013 | Common Stock | 4,000 |
| Stock Option (right to buy) | \$ 32.9825 | 03/14/2006 | | M | 4,000 | 04/21/2004 | 04/21/2014 | Common Stock | 4,000 |
| Stock Option (right to buy) | \$ 49.545 | 03/14/2006 | | M | 4,000 | 04/27/2005 | 04/27/2015 | Common Stock | 4,000 |
| Phantom Stock Units | <u>(1)</u> | 03/14/2006 | | I | 8,745 | <u>(2)</u> | <u>(3)</u> | Common Stock | 8,745 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARDING ROBERT J BRASCAN CORPORATION STE 300, BCE PL 181 BAY ST, PO BOX 762 TORONTO, A6 M5J2T3 | X | | | |

Signatures

Jeffery P. Monte
Attorney-in-fact

03/16/2006

 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).

(1) 1 for 1

(2) Immediately.

(3) 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.