#### **BURLINGTON RESOURCES INC**

Form 4

March 16, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HARDING ROBERT J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

**BURLINGTON RESOURCES INC** 

(Check all applicable)

[BR]

(Last) (First) (Middle) 3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner \_ Other (specify Officer (give title

(Month/Day/Year)

03/14/2006

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

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	ed of	` ′	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)
Common Stock	03/14/2006		M	10,000	A	\$ 20.8325	12,000	D	
Common Stock	03/14/2006		S	2,000	D	\$ 89.39	10,000	D	
Common Stock	03/14/2006		S	5,400	D	\$ 89.41	4,600	D	
Common Stock	03/14/2006		S	2,400	D	\$ 89.42	2,200	D	
	03/14/2006		S	200	D	\$ 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.

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)

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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	(2)	(3)	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

Reporting Owners 3

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## **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.