Ellis Mark E Form 4 February 01, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

Ellis Mark E

BURLINGTON RESOURCES INC [BR]

(Check all applicable)

S.V.P., N. American Production

(Last) (First)

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

Director X_ Officer (give title below)

10% Owner Other (specify

BURLINGTON RESOURCES INC., 717 TEXAS AVENUE,

SUITE 2100

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

01/30/2006

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77002

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Ellis Mark E - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Nu	ımber of	6. Date Exer	cisable and	7. Title and A	Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDeriv	ative	Expiration Date		Underlying Securities		Deri
Security	or Exercise		any	Code	Securities (Month/Day/Year)		(Instr. 3 and 4)		Secu		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acqu	ired (A)					(Inst
	Derivative				or Di	sposed of					
	Security				(D)						
					(Instr	: 3, 4,					
					and 5	<u>5)</u>					
				Code V	(A)	(D)	Date	Expiration	Title	Amount	
				Code v	(A)	(D)	Exercisable	Date	Title	or	
							LACICISADIC	Date		Number	
										of Shares	
										of Shares	
Phantom											
Stock	(1)	01/30/2006		Ţ		17,335	(2)	(3)	Common	17,335	\$ 9
Units	<u>, 17</u>	01/30/2000		1		17,333	<u> </u>	<u></u>	Stock	17,555	Ψ
UHHS											

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Ellis Mark E BURLINGTON RESOURCES INC. 717 TEXAS AVENUE, SUITE 2100 HOUSTON, TX 77002			S.V.P., N. American Production				

Signatures

Jeffery P. Monte Attorney-in-fact 02/01/2006

**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.

Reporting Owners 2