

HANOWER L DAVID  
 Form 4  
 February 15, 2005

**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 \*  
 HANOWER L DAVID

2. Issuer Name and Ticker or Trading Symbol  
 BURLINGTON RESOURCES INC  
 [BR]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Sr. VP, Law & Admin

(Last) (First) (Middle)  
 BURLINGTON RESOURCES  
 INC., 717 TEXAS AVENUE,  
 SUITE 2100  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/11/2005

HOUSTON, TX 77002  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 02/11/2005                           |  | M                              | V   | 46,200 A \$ 25.36   | 118,002  | D  |
| Common Stock                    | 02/11/2005                           |  | S                              |   | 1,200 D \$ 46.08  | 116,802  | D  |
| Common Stock                    | 02/11/2005                           |  | S                              |   | 4,000 D \$ 46.04  | 112,802  | D  |
| Common Stock                    | 02/11/2005                           |  | S                              |   | 4,600 D \$ 46.02  | 108,202  | D  |
|                                 | 02/11/2005                           |  | S                              |   | 6,500 D   | 101,702  | D  |

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|              |            |  |   |        |   |          |                         |
|--------------|------------|--|---|--------|---|----------|-------------------------|
| Common Stock |            |  |   |        |   | \$ 46.01 |                         |
| Common Stock | 02/11/2005 |  | S | 29,900 | D | \$ 46    | 71,802 D                |
| Common Stock | 02/11/2005 |  | M | 3,800  | A | \$ 25.36 | 75,602 D                |
| Common Stock | 02/11/2005 |  | S | 3,800  | D | \$ 46.08 | 71,802 <sup>(1)</sup> 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.**

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(9-02)

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

| 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)                | \$ 25.36   | 02/11/2005                           |  | M                              | 46,200  | 01/17/2002 01/17/2011                                    | Common Stock 46,200   |
| Stock Option (right to buy)                | \$ 25.36   | 02/11/2005                           |  | M                              | 3,800   | 01/17/2002 01/16/2011                                    | Common Stock 3,800  |
| Phantom Stock Units                        | <sup>(2)</sup>   | 02/11/2005                           |  | I                              | 43,654  | <sup>(3)</sup> <sup>(4)</sup>                            | Common Stock 43,654   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HANOWER L DAVID  
BURLINGTON RESOURCES INC.  
717 TEXAS AVENUE, SUITE 2100  
HOUSTON, TX 77002

Sr. VP,  
Law &  
Admin

## Signatures

L. David  
Hanower

02/15/2005

\*\*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) The number of Indirect Securities Beneficially Owned in the BR Inc. Retirement Savings Plan (401 (k) Plan) is 1,927 shares which includes a decrease of 4 shares between December 31, 2004 and January 31, 2005. This plan uses unit accounting to track fund balances.
- (2) 1 for 1
- (3) Immediately.
- (4) 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.