

BURLINGTON RESOURCES INC

Form 4

January 22, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Shackouls, Bobby S.
 Burlington Resources Inc.
 5051 Westheimer, Suite 1400
 Houston, TX 77056
 USA

2. Issuer Name and Ticker or Trading Symbol

Burlington Resources Inc.
 BR

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

01/18/2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Chairman of the Board, President and Chief Executive Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	1/18/03	D	25,000 (1)	40,000
Common Stock				6,327 (2)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Percentage of Total Ownership

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Phantom Stock Units	1 for 1	1/18/03	A		25,000	A	(3)	(3)	Common Stock	25,000	\$41

Explanation of Responses:

(1) On the vesting date, the reporting person forfeited 25,000 shares of restricted stock previously reported as beneficially owned for receipt of Phantom Stock Units under the Company's deferred compensation plans.

(2) This number indicates an increase of 193 shares in the BR Inc. Retirement Savings Plan (401(k) Plan) between January 31, 2002 and December 31, 2002. The Plan uses unit accounting to track fund balances.

(3) These Phantom Stock Units were acquired under the Company's deferred compensation plans and are to be settled in cash upon retirement or other termination from the Company.

SIGNATURE OF REPORTING PERSON

/s/ Bobby S. Shackouls

DATE

01/22/2003