

BURLINGTON RESOURCES INC

Form 4

January 24, 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

Williams, John A.
c/o Burlington Resources
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

01/22/2003

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

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

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

Senior Vice President, Exploration

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	1/22/2003	A (1)	7,500	27,773
Common Stock				3,265 (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 (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call
						Title and Number of Shares	

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Stock Option (right to buy)	\$42.02	1/22/03	A	2,300	A	1/22/04	1/21/13	Common Stock	2,300	
Stock Option (right to buy)	\$42.02	1/22/03	A	22,700	A	1/22/04	1/22/13	Common Stock	22,700	
Performance Share Units	1 for 1	1/22/03	A	9,375	A	(3)	(3)	Common Stock	9,375	(3)

Explanation of Responses:

(1) These shares were awarded under the Burlington Resources Inc. (BR) 2002 Stock Incentive Plan, are subject to restriction on sale or transfer, are not fully vested, and are subject to risk of forfeiture on or before January 22, 2006.

(2) This number indicates an increase of 118 shares in the BR Inc. Retirement Savings Plan (401 (k) Plan) between April 30, 2002 and December 31, 2002. The Plan uses unit accounting to track fund balances.

(3) These units vested under the BR 1997 Performance Shares Unit Plan. The Compensation and Nominating Committee of BR's Board of Directors may, in its discretion, vest units annually based on the Company's achievement of its strategic, operating and financial objectives. A cash pay-out of vested units occurred on January 22, 2003.

SIGNATURE OF REPORTING PERSON

/s/ John A. Williams

DATE

1/23/2003