

Edgar Filing: HANOWER L DAVID - Form 4

HANOWER L DAVID

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
 Hanower, L. David
 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)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Sr. Vice President, Law & Administration
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. 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	5,000 (1)	19,651
Common Stock				1,008 (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. 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. Put or Call or Other Feature of Underlying Securities
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Phantom Stock Units	1 for 1	1/18/03	A	5,000	A	(3)	(3)	Common Stock	5,000	\$41

Explanation of Responses:

(1) On the vesting date, the reporting person forfeited 5,000 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 71 shares in the BR Inc. Retirement Savings Plan (401 (k) Plan) between October 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/ L. David Hanower

DATE

01/22/2003