

Edgar Filing: MCDONALD JAMES F - Form 4

MCDONALD JAMES F

Form 4

October 03, 2002

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
 McDonald, James F.
 Scientific-Atlanta, Inc
 5030 Sugarloaf Parkway
 Lawrenceville, GA 30044
 USA
2. Issuer Name and Ticker or Trading Symbol
 Burlington Resources Inc.
 BR
3. IRS or Social Security Number of Reporting Person (Voluntary)
 405-52-0966
4. Statement for Month/Year
 10/01/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
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
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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/Day/Year	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Underlying Securities Price
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Phantom Stock Units	1 for 1	7/2/02	A	18	10/1/02	Common Stock	18	\$37
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Phantom Stock Units	1 for 1	10/1/	A	19	A	(1)	(1)	Common Stock	19	\$38
		02								

Explanation of Responses:

(1) 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/ James F. McDonald

DATE

10/02/2002