SIMPLOT J R Form 4 January 03, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

1(b).

Check this box

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)

I			suer Name and Tick ol IINGTON OIL & M]	Č	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 999 MAIN		(Mon	e of Earliest Transac h/Day/Year) 9/2005	Director Officer (give	e title Other below)	6 Owner er (specify	
	(Street)		amendment, Date Or Month/Day/Year)	ginal	6. Individual or Jo Applicable Line) _X_ Form filed by	One Reporting Pe	erson
BOISE, ID 83702				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	able I - Non-Deriva	tive Securities Ac	equired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	if Transaction(A) Code (Ins ar) (Instr. 8)	ecurities Acquired or Disposed of (Disposed	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/29/2005		S 500	D \$ 36.54	4,534,595	I	See remarks

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
SIMPLOT J R							
999 MAIN ST		X					
BOISE, ID 83702							

Signatures

Signatures				
J.R. Simplot, by Ronald N. Graves, as Attorney-in-Fact				
**Signature of Reporting Person	Date			
J.R. Simplot Self Declaration of Revocable Trust by J.R. Simplot, Trustee, by Ronald N. Graves, as Attorney-in-Fact				
**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).

Remarks:

a currently valid OMB number.

The shares are directly owned by JRS Properties III LP ("JRS Properties III"). (Of these shares, 950,000 shares are subject to 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

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