

| | | | |
|-----------------|-----|---|------------------------|
| Common Stock | 171 | I | See Footnote (3) |
|-----------------|-----|---|------------------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Stock Units | (1) | 01/17/2012 | | M | 3,467 | 01/17/2012 01/17/2012 | Common Stock | 3,467 |
| Stock Units | (1) | 01/17/2012 | | M | 2,245 | 01/17/2012 01/17/2012 | Common Stock | 2,245 |
| Stock Units | (4) | 01/15/2012 | | A | 2,413 | (5) (5) | Common Stock | 2,413 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TSCHINKEL VICTORIA J 600 NORTH DAIRY ASHFORD HOUSTON, TX 77079 | | | X | |

Signatures

Nathan P. Murphy, Attorney in Fact (By Power of Attorney filed with the Commission on March 30, 2010)

02/16/2012

__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).
- (1) On January 17, 2012, the restrictions on the shares of common stock lapsed and were delivered to an account in the name of the reporting person.
 - (2) These shares are held in a joint account with the reporting person's spouse.
 - (3) Indirectly owned shares held in daughter's name.
 - (4) The stock units convert to ConocoPhillips common stock on a 1-for-1 basis.
 - (5) The reporting person has elected to receive payment as a lump sum four years from the grant date, which election may be changed by the reporting person to provide for deferred payments.

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 a currently valid OMB number.