

CONOCOPHILLIPS
Form 4
May 08, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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)

1. Name and Address of Reporting Person *
Schwarz Glenda Mae

(Last) (First) (Middle)
600 NORTH DAIRY ASHFORD
(Street)

HOUSTON, TX 77079

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CONOCOPHILLIPS [COP]

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	5. Amount of Securities 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)
			Code	V	Amount	Price		
Common Stock	05/07/2014		M		7,320	A \$ 50.61	12,605	D
Common Stock	05/07/2014		S		7,320	D \$ 77.7314	5,285	D
Common Stock	05/07/2014		M		7,296	A \$ 60.53	12,581	D
Common Stock	05/07/2014		S		7,296	D \$ 77.7314	5,285	D
Common Stock	05/07/2014		M		15,338	A \$ 53.47	20,623	D

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Common Stock	05/07/2014	S	15,338	D	\$ 77.7314	5,285	D
Common Stock	05/07/2014	S	1,660	D	\$ 77.761	3,625	D
Common Stock						6,407.008 <u>(2)</u>	I

By
ConocoPhillips
Savings Plan

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (rights to buy)	\$ 50.61 <u>(1)</u>	05/07/2014		M	7,320	02/08/2010 02/08/2017	Common Stock 7,320
Stock Options (rights to buy)	\$ 60.53 <u>(1)</u>	05/07/2014		M	7,296	02/14/2011 02/14/2018	Common Stock 7,296
Stock Options (right to buy)	\$ 53.47 <u>(1)</u>	05/07/2014		M	15,338	<u>(3)</u> 02/10/2021	Common Stock 15,338

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwarz Glenda Mae			VP & Controller	

600 NORTH DAIRY ASHFORD
HOUSTON, TX 77079

Signatures

Shannon Weinberg Kinney (by Power of Attorney filed with the Commission on February 7, 2013)

05/08/2014

**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).

- In connection with the spin-off of Phillips 66 on April 30, 2012 by ConocoPhillips, outstanding ConocoPhillips stock options were adjusted so that the holders hold vested stock options to purchase both Phillips 66 common stock and ConocoPhillips common stock. The
- (1) Phillips 66 and ConocoPhillips stock options received, when combined, will generally preserve the intrinsic value of each original stock option grant and the ratio of the exercise price to the fair market value of ConocoPhillips common stock on the distribution date.
 - (2) Includes units acquired through routine dividend transactions that are exempt under Rule 16a-11.
 - (3) Vested in two equal installments beginning February 10, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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