

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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 Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>AUCHINLECK RICHARD H</u>  (Last) (First) (Middle) <u>600 NORTH DAIRY ASHFORD</u>  (Street) <u>HOUSTON TX 77079</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONOCOPHILLIPS [ COP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/31/2003</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/04/2003</u>		

**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)			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	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Units	(1)							(2)	(2)	Common Stock	(4)	1,635 <sup>(4)</sup>	D	
Stock Units	(1)	07/31/2003		A		143		(3)	(3)	Common Stock	143 <sup>(4)</sup>	\$52.75	143 <sup>(4)</sup>	D

**Explanation of Responses:**

- 1-for-1
- The stock units become payable, at the election of the director (i) the date the director ceases to serve on the Board of Directors (subject to a minimum of three years from the grant date prior to payment) or (ii) the date which is five years after the date the director ceases to serve on the Board of Directors.
- Each stock unit entitles the reporting person to receive a cash payment equal to the closing price of a share of ConocoPhillips common stock as reported on the NYSE on the date of termination of service as a board member. The reporting person has elected to receive payment as a lump sum upon his termination of service, which election may be changed by the reporting person to provide for deferred payments.
- The original report which this amendment corrects indicated that the exercisability and expiration information for the stock units acquired on 07/31/03 was as set forth in footnote (2) to this report. This amendment indicates that the correct information for those units is as set forth in footnote (3) to this report and restates the correct number of units having the characteristics referred to in footnote (2) to this report.

**Remarks:**

Michael A. Gist, Attorney-in-Fact (Power of Attorney filed with the Commission on 09/11/2003 08/30/2002)

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.