

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* LIMBACHER RANDY L (Last) (First) (Middle) 600 NORTH DAIRY ASHFORD (Street) HOUSTON TX 77079 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CONOCOPHILLIPS [COP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) ExecVP-Exploration&Production
	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)			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			
Common Stock	03/31/2006		A ⁽¹⁾		59,323	A	(2)	59,323	D	

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	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$30.65	03/31/2006		A ⁽¹⁾		3,173		(3)	01/25/2015	Common Stock	3,173	(4)	3,173	D	
Stock Options (right to buy)	\$30.65	03/31/2006		A ⁽¹⁾		22,071		(3)	01/26/2015	Common Stock	22,071	(5)	22,071	D	
Stock Options (right to buy)	\$30.65	03/31/2006		A ⁽¹⁾		25,244		(3)	01/26/2015	Common Stock	25,244	(6)	25,244	D	
Stock Options (right to buy)	\$62.99	03/31/2006		A ⁽¹⁾		1,586		(7)	01/24/2016	Common Stock	1,586	(8)	1,586	D	
Stock Options (right to buy)	\$62.99	03/31/2006		A ⁽¹⁾		41,689		(7)	01/25/2016	Common Stock	41,689	(9)	41,689	D	
Phantom Stock Units	(10)	03/31/2006		A ⁽¹⁾		29,463.29		(3)	(11)	Common Stock	29,463.29	(12)	29,463.29	D	

Explanation of Responses:

- In connection with the merger (the "Merger") of Burlington Resources into and with a subsidiary of ConocoPhillips on March 31, 2006, each share of Burlington Resources common stock was converted into the right to receive \$46.50 in cash and 0.7214 shares of ConocoPhillips common stock. In addition, certain options and awards with respect to shares of Burlington common stock were converted into options and awards with respect to ConocoPhillips common stock at a ratio of one to approximately 1.4426. Each of these transactions is exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to, without limitation, Rule 16b-3.
- 47,062 of these shares and certain cash were received in connection with the Merger in exchange for 65,239 shares of Burlington common stock. 12,261 of these shares were received in connection with the Merger in exchange for 8,500 shares of Burlington common stock.
- Immediately.
- Received in connection with the Merger in exchange for options to acquire 2,200 shares of Burlington common stock for \$44.22 per share.
- Received in connection with the Merger in exchange for options to acquire 15,300 shares of Burlington common stock for \$44.22 per share.
- Received in connection with the Merger in exchange for options to acquire 17,500 shares of Burlington common stock for \$44.22 per share.
- The options vest in two equal installments on January 25, 2007 and January 25, 2008.
- Received in connection with the Merger in exchange for options to acquire 1,100 shares of Burlington common stock for \$90.87 per share.
- Received in connection with the Merger in exchange for options to acquire 28,900 shares of Burlington common stock for \$90.87 per share.
- 1-for-1
- These phantom stock units were acquired under a deferred compensation plan and are to be settled in cash upon retirement or other termination from the Company.
- Received in connection with the Merger in exchange for 20,424.39 Burlington Phantom Stock Units.

Remarks:

Michael A. Gist, attorney-in-fact
(Power of Attorney filed with 04/04/2006
the Commission on 04/04/2006)

** 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.

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