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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
B Number:	3235-0287
mated average burden	
rs per response:	0.5

FORM 4

AUCHINILECK RICHARD H CONOCCOPHILLIPS [COP] (Check all applicable) 10% Owner (Las) (First) (Mddle) 3. Date of Earliest Transaction (Month/Day/Year) 0fficer (give tille below) Officer (give tille below) Other (specify below) (Street) (Oliv) (State) (Zip) 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by Owne Reporting Person Transaction (Month/Day/Year) 6. Securities Acquired (A) or Disposed Of (D) (Instr. 8. Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 8. Amount of Securities (Instr. 4) 6. Ownership Form: (Instr. 4) 7. Transaction (Point/Parket Person 1. Title of Security (Instr. 3) 2. Transaction (A, A) 8. Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 8. Amount of Securities (Instr. 4) 6. Ownership Form: (Instr. 4) 7. Transaction (Point/Parket Person 1. Title of Derivative Security (Instr. 3) 2. Transaction (B, A) 8. Securities Acquired (A) or Disposed Of (D) (Instr. 8. Amount of Securities (Instr. 4) 1. Matter of Origeneship (Instr. 4) 9. Ownership (Instr. 4) 1. Matter of (Instr. 4) <th></th> <th></th> <th></th> <th></th> <th></th> <th></th> <th></th> <th></th> <th>•</th> <th></th> <th></th> <th></th> <th></th> <th colspan="3">OMB APPROVAL</th>									•					OMB APPROVAL		
ar Form Sedupations may continue. See Instruction 10(a) Field pursuant to Sedupations data of the Securities Exchange Act of 1934							ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP							Estimated average burden		
AUCHINILECK RICHARDH (Las) (Firs) (Middle) 60 NORTH DAIRY ASHFORD 60 NORTH DAIRY ASHFORD 60 NORTH DAIRY ASHFORD 60 NORTH DAIRY ASHFORD 6. Individual or Joint/Group Filing (Check Applicable) 7. Tornsection 7. Tor	or Form 5 obligations may continue			Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940							<u> </u>	nours per resp	ponse:	0.5		
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 0.227/2004 (Street) (Street) (Street) 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person (City) (State) (Zip) 5. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 1. Title of Security (Instr. 3) 2. Transaction 2. Transaction 2. A Deemed Execurities Acquired, Disposed of, or Beneficially Owned 5. Anad 5 S. Anad 5 S. Anad 5 S. Anad 4 (Instr. 4) 7. Nature of Indirect Beneficially Owned Following (Instr. 3) 1. Streasaction (Month/Day/Year) 6. Date Execurities Acquired (Disposed of, or Beneficially Owned Following (Instr. 4) 7. Nature of Indirect Beneficially Owned Following (Instr. 4) 7. Nature of Indirect Beneficially Owned (Instr. 4) 1. Title of Derivative Securities Acquired (Disposed of, or Beneficially Owned Following (Instr. 4) 6. Ownership Form: Unstr. 4) 1. Nature of Indirect Beneficially Owned (Instr. 4) 1. Title of Derivative Security (Instr. 3) 1. Street of Indirect Beneficial (Instr. 4) 1. Title of Derivative Security (Instr. 4)<	1. Name and Address of Reporting Person [*] AUCHINLECK RICHARD H										(Check all ap	plicable)	erson(s) to Iss		er	
Citizenti (City) TX 77079 X Form filed by One Reporting Person Form filed by More than One Reporting Person City (State) Z Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned S. Amount of Securities Beneficially Owned Following (Instr. 3) S. Amount of Securities (Instr. 3) S. Amount of Securities Beneficially Owned Following (Instr. 3) S. Amount of Securities (Instr. 3) S. Amount of Securities Acquired (A) or (D) Price S. Amount of Securities (Instr. 3) S. Amount of Securities (Instr. 4) S. Amount of Securities (Instr. 4) S. Price of Derivative Security (Instr. 3) and 4) S. Price of Derivat	()	- /	(Mi	ddle)								Officer (give title	Ile below) Other (cify below)	
$Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned$ 1. Title of Security (Instr. 3) $ \begin{array}{c c c c c c c c c c c c c c c c c c c $	(Street) HOUSTON T2	ĸ	77)79		4. If Amen	dment, Date c	f Original File	ed (Month/Day/Y	/ear)			Form filed by On	e Reporting F	Person	
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Description of Securities Description of Code (Instr. 8) 6. Ownership Form: (Instr. 4) 7. Nature of Indirect Beneficially Owned Fellowing (Instr. 4) 6. Ownership Form: (Instr. 4) 7. Nature of Indirect Beneficially Owned Fellowing (Instr. 4) 6. Ownership Form: (Instr. 4) 7. Nature of Indirect Beneficially Owned Fellowing (Instr. 4) 6. Ownership Form: (Instr. 4) 7. Nature of Indirect Beneficially Owned Fellowing (Instr. 4) 6. Ownership Form: (Instr. 4) 7. Nature of Indirect Beneficially Owned Fellowing (Instr. 4) 6. Ownership Form: (Instr. 4) 7. Nature of Indirect Beneficially Owned Fellowing (Instr. 4) 6. Ownership Form: (Instr. 4) 7. Nature of Indirect Beneficially Owned Fellowing (Instr. 4) 8. Price of Derivative Securities Contention (Instr. 4) 8. Price of Derivative Security (Instr. 4) 8. Price of Derivate	(City) (SI	ate)	(Zip)												
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(e.g., vurrants, options, convertibes, options, convertibes, conventibes, convertibes, convertibe, convertibes, convertibes, conven									Code V	Amount	(A) or (D)			(11)	insu. 4)	
3) A^{*} Conversion of Execution Date, Month/Day/Year Minipolarity et al. (Instr. 3) A^{*} (Instr. 4) A^{*} (Instr. 5) A^{*} (Instr. 4) A^{*} (Instr. 3) A^{*} (Instr. 4)																
Image: Code Imag	3) Convers or Exern Price of Derivati	Conversion or Exercise Price of Derivative	Conversion Date Execu or Exercise (Month/Day/Year) if any Price of Derivative	Execution Date, if any		ction Code	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date				Derivative Security (Instr.	derivative Securities Beneficially Owned	Form: Direct (D) or Indirect	Indirect Beneficial Ownership (Instr.
Stock Units (1) 02/27/2004 A 115 (2) (2) Common Stock 115 \$68.91 1,030 D					Code	v	(A)	(D)			Title		I	Reported Transaction	n(s)	
	Stock Units	(1)	02/27/2004		Α		115		(2)	(2)	Common Stock	115	\$68.91	1,030	D	

Explanation of Responses: 1. 1-for-1

2. 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.

Remarks:

Michael A. Gist, Attorney-in-Fact (Power of Attorney filed herewith) 03/02/2004

** 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).
 ** If there consistents 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.

POWER OF ATTORNEY

The undersigned, a person subject to ownership reporting pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and requ: I may have given to any person to make and file such reports, statements and notices. This power of attorney shall remain in force for so long as I may be subject 1

Date: February 4, 2004

/s/ Richard H. Auchinleck