
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 14, 2020 (May 12, 2020)**

ConocoPhillips

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32395
(Commission
File Number)

01-0562944
(IRS Employer
Identification No.)

925 N. Eldridge Parkway
Houston, Texas
(Address of principal executive offices)

77079
(Zip Code)

Registrant's telephone number, including area code **(281) 293-1000**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.01 Par Value Per Share 7% Debentures due 2029	COP CUSIP-718507BK1	New York Stock Exchange New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

ConocoPhillips held its annual meeting of stockholders on May 12, 2020. The results of the matters submitted to a vote of the stockholders at the meeting are set forth below.

ELECTION OF DIRECTORS

All 13 nominated directors were elected to serve a one-year term.

	Number of Shares			Broker Nonvotes
	Voted For	Voted Against	Abstentions	
Charles E. Bunch	763,924,419	15,515,404	1,658,090	140,959,943
Caroline Maury Devine	774,922,954	4,666,573	1,508,386	140,959,943
John V. Faraci	761,036,335	18,383,163	1,678,415	140,959,943
Jody Freeman	774,409,435	4,969,516	1,718,962	140,959,943
Gay Huey Evans OBE	774,469,678	5,057,051	1,571,184	140,959,943
Jeffrey A. Joeres	770,622,865	8,762,556	1,712,492	140,959,943
Ryan M. Lance	740,281,084	33,321,461	7,495,368	140,959,943
Admiral William H. McRaven	771,055,177	8,375,282	1,667,454	140,959,943
Sharmila Mulligan	770,096,983	9,283,902	1,717,028	140,959,943
Arjun N. Murti	770,928,379	8,467,963	1,701,571	140,959,943
Robert A. Niblock	755,164,602	11,565,050	14,368,261	140,959,943
David T. Seaton	775,422,041	3,969,330	1,706,542	140,959,943
R.A. Walker	764,265,848	15,118,071	1,713,994	140,959,943

RATIFICATION OF AUDITORS

The ratification of the appointment of Ernst & Young LLP as ConocoPhillips' independent registered public accounting firm for 2020 was approved.

	Number of Shares			Broker Nonvotes
	Voted For	Voted Against	Abstentions	
Ratification of Appointment of Ernst & Young LLP as ConocoPhillips' Independent Registered Public Accounting Firm	874,936,797	44,957,811	2,163,248	-

ADVISORY APPROVAL OF EXECUTIVE COMPENSATION

The advisory approval of the compensation of our Named Executive Officers was approved.

	Number of Shares			Broker Nonvotes
	Voted For	Voted Against	Abstentions	
Advisory Approval of the Compensation of our Named Executive Officers	708,356,985	67,790,405	4,950,523	140,959,943

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONOCOPHILLIPS

May 14, 2020

/s/ Kelly B. Rose

Kelly B. Rose

Senior Vice President, Legal,
General Counsel and Corporate Secretary
