

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

ConocoPhillips

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

01-0562944
(I.R.S. Employer
Identification No.)

**600 North Dairy Ashford
Houston, Texas**
(Address of Principal Executive Offices)

77079
(Zip Code)

Burlington Resources Inc. Retirement Savings Plan
(Full title of the plan)

Janet Langford Kelly
Senior Vice President, Legal,
General Counsel and Corporate Secretary
600 North Dairy Ashford
Houston, Texas 77079
(Name and address of agent for service)

(281) 293-1000
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-Accelerated filer (do not check if a smaller reporting company) Smaller reporting company

EXPLANATORY NOTE

ConocoPhillips (the “Registrant”) filed a Registration Statement on Form S-8 on April 4, 2008 (Registration No. 333-150086) (the “Registration Statement”) to register shares of the Registrant’s common stock, par value \$.01 per share (the “Common Stock”), for issuance pursuant to the Burlington Resources Inc. Retirement Savings Plan. Since the filing of the Registration Statement, the Burlington Resources Inc. Retirement Savings Plan has been merged with and into the ConocoPhillips Savings Plan. As a result, the Burlington Resources Inc. Retirement Savings Plan is no longer in existence and annual reports will no longer be filed for such plan. Annual reports will continue to be filed for the ConocoPhillips Savings Plan, the successor plan to the Burlington Resources Inc. Retirement Savings Plan.

In accordance with the undertaking contained in the Registration Statement pursuant to Item 512 of Regulation S-K, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister and remove all of the previously registered shares of Common Stock that remain unissued and unsold under the Registration Statement as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 18, 2009.

CONOCOPHILLIPS

By: /s/ Sigmund L. Cornelius
Sigmund L. Cornelius
Senior Vice President, Finance and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities indicated on June 18, 2009.

SIGNATURE

TITLE

*

James J. Mulva

Chairman of the Board, Chief Executive Officer and
Director (Principal Executive Officer)

/s/ Sigmund L. Cornelius
Sigmund L. Cornelius

Senior Vice President, Finance
and Chief Financial Officer
(Principal Financial Officer)

/s/ Glenda M. Schwarz
Glenda M. Schwarz

Vice President and Controller
(Principal Accounting Officer)

* _____ Richard L. Armitage	Director
* _____ Richard H. Auchinleck	Director
* _____ James E. Copeland, Jr.	Director
* _____ Kenneth M. Duberstein	Director
* _____ Ruth R. Harkin	Director
* _____ Harold W. McGraw III	Director
* _____ Harald J. Norvik	Director
* _____ William K. Reilly	Director
* _____ Bobby S. Shackouls	Director
* _____ Victoria J. Tschinkel	Director
* _____ Kathryn C. Turner	Director
* _____ William E. Wade, Jr.	Director

* By: /s/ Janet Langford Kelly

Janet Langford Kelly
Attorney-in-Fact

Burlington Resources Inc. Retirement Savings Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Burlington Resources Inc. Retirement Savings Plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on behalf of the Burlington Resources Inc. Retirement Savings Plan by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 18, 2009.

BURLINGTON RESOURCES INC. RETIREMENT SAVINGS
PLAN
(Plan)

By: /s/ Frances M. Vallejo

Name: Frances M. Vallejo

Title: Administrator

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Document Description</u>
24	— Powers of Attorney (included on the signature page to the Registration Statement (File No. 333-150086)).