FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	DC	20549
wasiiiiigioii,	D.C.	20349

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
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I hours per response:	0.5								

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>LUNDQUIST ANDREW D</u>						2. Issuer Name and Ticker or Trading Symbol CONOCOPHILLIPS [ COP ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner					
(Last) 16930 PA	(F ARK ROW	, , ,				3. Date of Earliest Transaction (Month/Day/Year) 09/27/2023								X Officer (give title Other (specify below)  Senior Vice President						
						4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)								plicable						
(Street) HOUSTON TX 77084				_	X Form filed by One Reporting F Form filed by More than One I Person											•	- 1			
(City) (State) (Zip)						Rule 10b5-1(c) Transaction Indication														
						Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.														
		Tab	le I -	Non-Der	ivativ	e Sec	curit	ties A	cquir	ed, D	isposed o	f, or B	Beneficia	ly Ov	ned					
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Ye					Execution Date,		3. 4. Securities Acc Transaction Code (Instr. 8) 4. Securities Acc		Acquired (A) or D) (Instr. 3, 4 and 5)		Se Be	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
									Code	v	Amount	(A) or (D)	Price			ed action(s) 3 and 4)			(Instr. 4)	
Common Stock 09/27/202					023	M 30,800 A \$33.125 36,7		,737		D										
Common Stock 09/27/202				)23				S		30,800	D	\$123.825	55 <sup>(1)</sup> 5,937		937	7 D				
		7	<b>Table</b>						•	,	sposed of, , converti			<b>Own</b>	ed					
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)				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Pri Deriv Secui (Instr	ative rity	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
					Code	v	(A)	(D)	Date Exer	cisable	Expiration Date	Title	Amount or Number of Shares							
Stock Options (Right to Buy)	\$33.125	09/27/2023			М			30,800	02/1	6/2019	02/16/2026	Commo Stock		\$0.	00	0		D		

## **Explanation of Responses:**

1. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.69 to \$123.89, inclusive. The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges provided herein.

## Remarks:

Whitney A. Cox, Attorney in Fact (by Power of Attorney filed with the Commission on December 1, 2022)

09/28/2023

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.