FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0287 Estimated average burden 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

Name and Address of Reporting Person* BERNEY RAND C (Last) (First) (Middle)					_ <u>C</u>	Issuer Name and Ticker or Trading Symbol CONOCOPHILLIPS [COP] 3. Date of Earliest Transaction (Month/Day/Year)									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) below)				
(Last) (First) (Middle) 600 NORTH DAIRY ASHFORD					11/24/2004										VP and Con	troller			
(Street) HOUSTON TX 77079					_ 4. _	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(S	tate)	(Zip)																
		Tab	le I -		_					red,	-			_	ally Owned				
				2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date if any (Month/Day/Ye		te, 'ear)	Transaction Code (Instr. B)		5)	(D) (Inst	O) (Instr. 3, 4 and		5. Amount of Securities Beneficially Owned Followi Reported Fransaction(s)	6. Ownersh Form: Dire (D) or Indir (I) (Instr. 4)	ct Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	Stock			11/24/200	04			\dashv	Code M	V	Amount 412	(A) or (D)	Price \$34.	(9,188	D			
Common Stock				11/24/2004					M		1,766	A	\$43.	-	10,954	D	_		
Common Stock Common Stock				11/24/2004				\dashv	M		293	A	\$43.	-	11,247	D	+		
Common	Stock			11/24/2004					M		607	A	\$45.	75	11,854	D			
Common	Stock			11/24/2004					M		4,400	A	\$46.	29	16,254	D			
Common	Stock			11/24/2004					M		150	A	\$50.	25	16,404	D			
Common	Stock			11/24/2004					F		3,823	D	\$89.	55	12,581	D			
Common Stock															11,431	I		coPhillips gs Plan	
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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. E Exec if an	(e.g.,	9uts 4. Trans		5. No of Deri Seci Acq (A) o	umber vative urities uired or oosed 0) tr. 3, 4	6. Da	ate Exercise	s, conver	7. Titl Amou Secu Unde Deriv		ties)	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 Ownershi (Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. E Exec if an	(e.g., Deemed cution Date,	4. Trans	s, calls	5. No of Deri Seco Acq (A) o Disp of (E	umber vative urities uired or oosed 0) tr. 3, 4	6. Date	ate Exciration	ercisable and Date y/Year)	7. Titi Amor Secu Unde Deriv (Instr	le and unt of rities ritying rative Se 3 and	ecurity 4)	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. E Exec if an	(e.g., Deemed cution Date,	4. Trans Code 8)	s, calls	5. No of Deri Seco Acq (A) o Disp of (I (Inst	umber vative urities uired or posed o) tr. 3, 4	6. Date Exer	otion ate Exe iration nth/Da	ercisable and Date by/Year) Expiration Date	7. Title	le and unt of rities erlying rative Se . 3 and .	ecurity 4)	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. E Exec if an	(e.g., Deemed cution Date,	4. Trans Code 8)	s, calls	5. No of Deri Seco Acq (A) o Disp of (I (Inst	umber vative urities uired or posed o) tr. 3, 4 5)	6. Date Exer	otion ate Exciration onth/Da	e Expiration Date 01/08/2006	7. Title 7. Title 7. Title Commission	le and unt of rities rhying active Sec. 3 and ac	mount r lumber f hares	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
Stock Options (right to buy) Stock Options (right to	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. E Exec if an	(e.g., Deemed cution Date,	4. Trans Code 8)	s, calls	5. No of Deri Seco Acq (A) o Disp of (I (Inst	umber vative urities uired or coosed o) (D)	S, OF 6. Da Expi (Mon Date Exer	ate Extraction at the Extracti	e Expiration Date 01/08/2006	Title Communication	A A O N O S S M O C K	mount r lumber f hares	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
Stock Options (right to buy) Stock Options (right to buy) Stock Options (right to buy)	Conversion or Exercise Price of Derivative Security \$34.75	3. Transaction Date (Month/Day/Year) 11/24/2004	3A. E Exec if an	(e.g., Deemed cution Date,	4. Trans Code 8)	s, calls	5. No of Deri Seco Acq (A) o Disp of (I (Inst	umber vative vative united by the consensus of the consen	Date Exer 03/1	otion ate Exciration nnth/Da	Expiration Date 01/08/2006 2 01/12/2008 2 02/09/2007	Title Communication Communicat	A A A A A A A A A A A A A A A A A A A	mount r r lumber f hares 412	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (h) (Instr. 4)	of Indirect Beneficial Ownership	
Stock Options (right to buy) Stock Options (right to buy)	conversion or Exercise Price of Derivative Security \$34.75	3. Transaction Date (Month/Day/Year) 11/24/2004 11/24/2004	3A. E Exec if an	(e.g., Deemed cution Date,	Code M M	s, calls	5. No of Deri Seco Acq (A) o Disp of (I (Inst	umber vative urities uired or obosed or obosed or (D) 412	Date Exer 03/1	ate Extraction at Extraction a	e Expiration Date 2 01/08/2006 2 02/09/2007 2 01/13/2007	Title Communication	A A O N O S M O C S M	mountry 1,766	\$0	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	

Explanation of Responses:

Remarks:

Michael A. Gist, Attorney-in-Fact (Power of Attorney filed with the Commission on 02/10/2004)

11/29/2004

** 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).
- ** 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.