

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* BERNEY RAND C (Last) (First) (Middle) 600 NORTH DAIRY ASHFORD (Street) HOUSTON TX 77079 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CONOCOPHILLIPS [COP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) VP and Controller
	3. Date of Earliest Transaction (Month/Day/Year) 11/24/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/24/2004		M		412	A	\$34.75	9,188	D	
Common Stock	11/24/2004		M		1,766	A	\$43.35	10,954	D	
Common Stock	11/24/2004		M		293	A	\$43.75	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	By ConocoPhillips Savings Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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 Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$34.75	11/24/2004		M			412	03/12/2002	01/08/2006	Common Stock	412	\$0	0	D	
Stock Options (right to buy)	\$43.35	11/24/2004		M			1,766	03/12/2002	01/12/2008	Common Stock	1,766	\$0	0	D	
Stock Options (right to buy)	\$43.75	11/24/2004		M			293	03/12/2002	02/09/2007	Common Stock	293	\$0	0	D	
Stock Options (right to buy)	\$45.75	11/24/2004		M			607	03/12/2002	01/13/2007	Common Stock	607	\$0	0	D	
Stock Options (right to buy)	\$46.29	11/24/2004		M			4,400	03/12/2002	10/12/2008	Common Stock	4,400	\$0	2,677	D	
Stock Options (right to buy)	\$50.25	11/24/2004		M			150	03/12/2002	12/08/2007	Common Stock	150	\$0	0	D	

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.