

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): October 29, 2003

ConocoPhillips
(Exact name of registrant as specified in its charter)

Delaware	000-49987	01-0562944
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

600 North Dairy Ashford
Houston, Texas 77079
(Address of principal executive offices and zip code)

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

Item 7. Financial Statements and Exhibits

(c) Exhibits

- 99.1 -- Press release issued by ConocoPhillips on October 29, 2003.
- 99.2 -- Financial and operational tables.
- 99.3 -- Supplemental financial information.

Item 12. Results of Operations and Financial Condition

On October 29, 2003, ConocoPhillips issued a press release announcing the company's financial and operating results for the quarter ended September 30, 2003. A copy of the press release is furnished as Exhibit 99.1 hereto and incorporated herein by reference. Additional financial and operating information about the quarter is furnished as Exhibits 99.2 and 99.3 to this report and incorporated by reference herein.

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

/s/ Rand C. Berney

Rand C. Berney
Vice President and Controller

October 29, 2003

EXHIBIT INDEX

Exhibit No.	Description
99.1	-- Press release issued by ConocoPhillips on October 29, 2003.
99.2	-- Financial and operational tables.
99.3	-- Supplemental financial information.

ConocoPhillips Reports Third Quarter Net Income of \$1.3 Billion;
Strong Refining & Marketing Results

HOUSTON--(BUSINESS WIRE)--Oct. 29, 2003--ConocoPhillips
(NYSE:COP):

Earnings at a glance

	Third Quarter		Nine Months	
	2003	2002	2003	2002
Income				
(loss) from continuing operations	\$1,249 million	\$(74) million	\$3,607 million	\$140 million
Income				
(loss) from discontinued operations	\$57	(42)	\$201	(7)
Cumulative effect of changes in accounting principles	\$ -	-	\$(113)	-
Net income (loss)	\$1,306	(116)	\$3,695	133
Diluted income per share				
Income (loss) from continuing operations	\$1.82	\$(0.15)	\$5.28	\$0.34
Net income (loss)	\$1.90	\$(0.24)	\$5.40	\$0.32
Revenues	\$26.5 billion	\$14.7 billion	\$79.1 billion	\$33.7 billion

ConocoPhillips (NYSE:COP) today reported third quarter net income of \$1,306 million, or \$1.90 per share, compared with a net loss of \$116 million, or 24 cents per share, for the same quarter in 2002, which included only one month of the combined company. Total revenues were \$26.5 billion, versus \$14.7 billion a year ago. Income from continuing operations for the third quarter was \$1,249 million, or \$1.82 per share, compared with a loss of \$74 million, or 15 cents per share, for the same period a year ago.

"Our performance in the third quarter was solid," said Jim Mulva, president and chief executive officer. "We operated as expected and benefited from market conditions in both upstream and downstream. Upstream production was 1.56 million barrels-of-oil-equivalent (BOE) per day during the quarter. The downstream business generated a significant portion of our total earnings by maintaining high utilization rates, allowing us to realize the benefit of strong refining margins.

"Net cash from operating activities for the first nine months of this year totaled \$7.4 billion. This, along with cash from asset sales, enabled us to fund \$4.4 billion in capital expenditures, reduce debt by \$3.7 billion, and improve our debt-to-capital ratio to 36 percent.

"We have completed asset sales of \$2.2 billion since the merger, and we expect to complete another estimated \$1.3 billion by the end of the year. This will meet our announced divestiture program target of \$3 billion to \$4 billion by the end of 2004. During the third quarter, we made significant progress with the announced agreement to sell The Circle K Corporation and the completion of the sale of our New York and New England retail marketing assets."

For the first nine months of 2003, net income was \$3,695 million, or \$5.40 per share, versus \$133 million, or 32 cents per share, for the corresponding period in 2002. Income from continuing operations was \$3,607 million, or \$5.28 per share, compared with \$140 million, or 34 cents per share, for the same period a year ago. The company's return on capital employed remained strong and, after adjusting for purchase to pooling accounting, is comparable with the largest companies in the industry. Total revenues were \$79.1 billion, versus \$33.7 billion a year ago.

In the third quarter, the company elected to adopt Financial Accounting Standards Board Interpretation No. 46, "Consolidation of Variable Interest Entities," for synthetic leases and other financing structures, with retroactive application to Jan. 1, 2003. As a result, all prior 2003 periods reflect the application of this accounting change.

The ConocoPhillips merger was consummated on Aug. 30, 2002, and used purchase accounting to recognize the fair value of the Conoco assets and liabilities. While the results of the third quarter and first nine months of 2003 reflect the operations of the combined company, the third quarter of 2002 includes two months' activity for Phillips and one month's activity for ConocoPhillips. Similarly, results for the first nine months of 2002 include eight months' activity for Phillips and one month of activity for ConocoPhillips, restated for discontinued operations. All asset dispositions required by the Federal Trade Commission have now been completed.

The results of ConocoPhillips' business segments follow.

Exploration & Production (E&P)

Third quarter financial results: E&P income from continuing operations in the third quarter was \$967 million, down from \$1,077 million in the second quarter of 2003 and up from \$460 million in the third quarter of 2002. The decrease from the second quarter was primarily the result of impacts from one-time benefits associated with international tax legislation changes in the second quarter, decreased production due to normal seasonal declines and scheduled maintenance activity, and the impact of asset dispositions. These decreases were partially offset by higher realized crude oil prices and gains from asset sales. Improved results from the third quarter of 2002 were due to higher realized crude oil and natural gas prices and increased production resulting from a full quarter of production from the Conoco assets.

ConocoPhillips' daily production for the quarter was lower than that of the second quarter, averaging 1.56 million BOE per day, including Canadian Syncrude. Decreased production was primarily the result of seasonal declines and scheduled maintenance activity in Alaska and the North Sea, as well as asset dispositions in the Lower 48. Disposition proceeds of approximately \$400 million during the third quarter bring total E&P asset sales for 2003 to approximately \$750 million. These dispositions, together with those expected to close in the fourth quarter, represent a production rate decrease of approximately 50,000 BOE per day.

ConocoPhillips' third quarter 2003 average worldwide crude oil sales price was \$27.00 per barrel, up from \$25.19 in the second quarter of 2003. The company's U.S. Lower 48 and worldwide natural gas prices averaged \$4.56 and \$3.80 per thousand cubic feet, respectively, compared with \$4.72 and \$3.93 in the second quarter of 2003.

Nine months financial results: E&P income from continuing operations for the first nine months of 2003 was \$3,169 million, up from \$941 million in 2002, primarily due to additional volumes from the Conoco operations, higher realized worldwide crude oil and natural gas prices, and one-time benefits associated with international tax legislation changes.

ConocoPhillips' average worldwide crude oil price was \$27.55 per barrel for the first nine months of 2003, compared with \$23.43 for the same period in 2002. The company's U.S. Lower 48 and worldwide natural gas prices averaged \$4.92 and \$4.08 per thousand cubic feet, respectively, versus \$2.42 and \$2.37 in 2002.

Midstream

Third quarter financial results: Midstream income from continuing operations was \$31 million, up from \$25 million in the second quarter of 2003 and up from \$11 million in the third quarter of 2002. The increase from the second quarter was due primarily to improved margins, partially offset by a second quarter gain on asset sales in equity earnings from Duke Energy Field Services, LLC (DEFS). The increase over the third quarter of 2002 was primarily due to higher natural gas liquids prices and a full quarter of operations from the Conoco assets.

Nine months financial results: Midstream operating results increased to \$87 million, from \$35 million in 2002. Contributing to the increase were higher equity earnings from DEFS and the addition of the Conoco midstream operations.

Refining and Marketing (R&M)

Third quarter financial results: R&M income from continuing operations was \$485 million, improved from \$321 million in the previous quarter and up from \$57 million in the third quarter of 2002.

The improvement in third quarter R&M earnings, compared with the second quarter of 2003, was primarily driven by higher refining margins (net of narrowing light-heavy differentials) throughout the United States. Additionally, earnings benefited from lower utility and turnaround costs. Increased refining results were partially offset by lower U.S. and international marketing margins, as well as an estimated \$30 million impact related to decreased utilization at the Ponca City refinery. The improved results over the third quarter of 2002 were attributable to higher refining and marketing margins, a full quarter of operations from the Conoco assets, and business improvements, which included the benefits from progress made on implementing synergy initiatives.

The company's crude oil capacity utilization rate averaged 95 percent, compared with 96 percent last quarter. After-tax turnaround costs were \$13 million and \$26 million in the third quarter and second quarter of 2003, respectively.

Nine months financial results: R&M income from continuing operations for the first nine months of 2003 increased to \$1,195 million, compared with \$38 million for the first nine months of 2002. Increased refining and marketing margins, as well as the addition of the Conoco assets, contributed to the increase.

Chemicals

Third quarter financial results: The Chemicals segment, which reflects the company's 50 percent interest in Chevron Phillips Chemical Company LLC, reported income from continuing operations of \$7 million, compared with \$12 million in the second quarter of 2003 and \$3 million in the third quarter of 2002. Decreases from the second quarter were the result of lower margins, partially offset by higher sales volumes. The increase from the third quarter of 2002 primarily reflects third quarter 2002 losses from asset retirements and higher margins in the third quarter of 2003, particularly in aromatics and styrenics.

Nine months financial results: During the first nine months of 2003, the Chemicals segment had a loss from continuing operations of \$4 million, compared with \$1 million for the same period a year ago.

The increased loss was primarily due to slightly lower margins, as well as higher employee severance accruals, partially offset by third quarter 2002 losses from asset retirements.

Emerging Businesses

The Emerging Businesses segment had a loss from continuing operations of \$18 million in the third quarter of 2003, compared with losses of \$23 million in the second quarter of 2003 and \$262 million in the third quarter of 2002. The improvement from the second quarter was primarily attributable to reduced costs associated with a gas-to-liquids plant. The decrease in costs from the third quarter of 2002 primarily resulted from a 2002 write-off of purchased in-process research and development costs.

Corporate and Other

Third quarter after-tax Corporate expenses from continuing operations were \$223 million, compared with \$317 million in the previous quarter and \$343 million in the third quarter of 2002. Contributing to the decrease during the third quarter from the second quarter of 2003 were reduced merger-related expenses, from \$115 million to \$41 million. The decrease from the third quarter of 2002 also primarily resulted from lower merger-related expenses, partially offset by a full quarter of expenses associated with the Conoco assets.

The company's balance sheet debt level at the end of the third quarter was \$18.9 billion. This reflects debt reductions of \$1.4 billion during the third quarter, as well as accounting changes that increased balance sheet debt by \$2.9 billion. These accounting changes reflect the adoption of Financial Accounting Standards Board (FASB) Interpretation No. 46 (FIN 46), "Consolidation of Variable Interest Entities," for synthetic leases and other financing structures, as permitted by FASB Staff Position No. FIN 46-6, and the adoption of FASB Statement No. 150 (SFAS 150), "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity." The third quarter implementation of FIN 46 was retroactive to Jan. 1, 2003, while SFAS 150 was adopted and applied as of July 1, 2003. The FASB continues to issue guidance related to variable interest entities, which the company will monitor in connection with its implementation of FIN 46 and SFAS 150.

The company's third quarter effective tax rate of 46 percent was higher than that of the second quarter primarily due to the one-time impact in the second quarter of tax law changes in certain international jurisdictions, partially offset by a higher proportion of income in lower-tax-rate jurisdictions.

Discontinued Operations

Third quarter 2003 earnings from discontinued operations were \$57 million, compared with \$91 million in the second quarter. The decrease was primarily related to lower marketing margins and asset dispositions.

Outlook

Mr. Mulva concluded:

"During the quarter, we celebrated our first anniversary as ConocoPhillips. We remain committed to deliver superior returns to our shareholders through continued strong earnings, debt reduction, cost and capital discipline, and a competitive dividend. We recently announced an increase of 7.5 percent to our dividend rate.

"Upstream, we continue to strengthen our portfolio through legacy project advancement and planned asset dispositions, which are progressing as expected. In addition, we are continuing to pursue expansion of our portfolio of worldwide natural gas opportunities in places such as Qatar, Venezuela and Australia.

"Downstream, we are on track with our plan to rationalize a substantial portion of our U.S. retail marketing assets. During the fourth quarter, we expect higher turnaround activity and scheduled maintenance than in the previous two quarters, and we anticipate crude oil utilization rates to exceed 90 percent.

"These and the other plans we are implementing are designed to achieve higher long-term returns on capital employed. We remain committed to this objective and look forward to updating the investment community on the status of our operating and investment plans at our November security analyst meeting."

ConocoPhillips is an integrated petroleum company with interests around the world. Headquartered in Houston, the company had approximately 54,800 employees, \$82 billion of assets, and \$106 billion of annualized revenues as of Sept. 30, 2003. For more information, go to www.conocophillips.com.

ConocoPhillips' quarterly conference call is scheduled for noon Central today. To listen to the conference call and to view related presentation materials, go to www.conocophillips.com and click on the "Third Quarter Earnings" link.

For financial and operational tables, go to www.conocophillips.com/news/nr/earnings/highlights/3q03earnings.html.

For detailed supplemental information, go to www.conocophillips.com/news/nr/earnings/detail/3q03summary.xls.

CAUTIONARY STATEMENT FOR THE PURPOSES OF THE "SAFE HARBOR"

PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This update contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements, such as "...we expect higher turnaround activity and scheduled maintenance than in the previous two quarters"; "we anticipate crude oil utilization rates to exceed 90 percent"; and "these and the other plans we are implementing are designed to achieve higher long-term returns on capital employed," involve certain risks, uncertainties and assumptions that are difficult to predict. Further, certain forward-looking statements are based on assumptions as to future events that may not prove to be accurate. Therefore, actual outcomes and results may differ materially from what is expressed or forecast in such forward-looking statements. Economic, business, competitive and regulatory factors that may affect ConocoPhillips' business are generally as set forth in ConocoPhillips' filings with the Securities and Exchange Commission (SEC). ConocoPhillips is under no obligation (and expressly disclaims any such obligation) to update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

Cautionary Note to U.S. Investors -- The SEC permits oil and gas companies, in their filings with the SEC, to disclose only proved reserves that a company has demonstrated by actual production or conclusive formation tests to be economically and legally producible under existing economic and operating conditions. Production is distinguished from oil and gas production because SEC regulations define Syncrude as mining-related and not part of conventional oil and natural gas reserves. We use certain terms in this release, such as "including Canadian Syncrude" that the SEC's guidelines strictly prohibit us from including in filings with the SEC. U.S. investors are urged to consider closely the disclosure in the company's periodic filings with the SEC, available from the company at 600 North Dairy Ashford Road, Houston, Texas 77079. This information can also be obtained from the SEC by calling 1-800-SEC-0330.

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ConocoPhillips
Houston, Texas 77079

Preliminary
FINANCIAL HIGHLIGHTS

	Millions of Dollars			
	Three Months Ended		Nine Months Ended	
	September 30 2003	2002**	September 30 2003	2002**
Revenues				
Sales and other operating revenues*	\$26,105	14,557	78,366	33,402
Equity in earnings of affiliates	186	89	391	138
Other income	202	85	378	136
	-----	-----	-----	-----
	26,493	14,731	79,135	33,676
Costs and expenses				
Purchased crude oil and products	16,815	9,904	50,848	22,697
Production and operating expenses	1,736	1,203	5,262	3,002
Selling, general and administrative expenses	551	795	1,601	1,266
Exploration expenses	132	85	390	315
Depreciation, depletion and amortization	858	548	2,574	1,339
Property impairments	18	8	192	26
Taxes other than income taxes*	3,807	1,733	10,853	3,624
Accretion on discounted liabilities	39	6	107	17
Interest and debt expense	190	134	647	347
Foreign currency transaction (gains)/losses	34	(6)	14	(11)
Minority interests and preferred dividend requirements of capital trusts	3	9	16	34
	-----	-----	-----	-----
	24,183	14,419	72,504	32,656
Income from continuing operations before income taxes and subsidiary equity transactions	2,310	312	6,631	1,020
Gain on subsidiary equity transactions	-	-	28	-
	-----	-----	-----	-----
Income from continuing operations before income taxes	2,310	312	6,659	1,020
Provision for income taxes	1,061	386	3,052	880
	-----	-----	-----	-----
Income (loss) from continuing operations	1,249	(74)	3,607	140
Income (loss) from discontinued operations, net of income taxes	57	(42)	201	(7)
	-----	-----	-----	-----
Income (loss) before cumulative effect of changes in accounting principles	1,306	(116)	3,808	133
Cumulative effect of changes in accounting principles	-	-	(113)	-
	-----	-----	-----	-----
Net income (Loss)	\$1,306	(116)	3,695	133
	=====	=====	=====	=====
Income (loss) per share of common stock				
Basic				
Continuing operations	\$1.84	(0.15)	5.30	0.34
Discontinued operations	0.08	(0.09)	0.30	(0.02)
Before cumulative effect of changes in accounting principles	1.92	(0.24)	5.60	0.32
Cumulative effect of changes in accounting principles	-	-	(0.17)	-
Net income (loss)	\$1.92	(0.24)	5.43	0.32
Diluted				
Continuing operations	\$1.82	(0.15)	5.28	0.34
Discontinued operations	0.08	(0.09)	0.29	(0.02)
Before cumulative effect of changes in accounting principles	1.90	(0.24)	5.57	0.32
Cumulative effect of changes in accounting principles	-	-	(0.17)	-
Net income (loss)	\$1.90	(0.24)	5.40	0.32
Average common shares outstanding (in thousands)				
Basic				
	680,689	480,701	680,089	416,293
Diluted				
	686,263	484,777	684,248	422,212
*Includes excise taxes on petroleum products sales:	\$3,580	1,560	10,115	3,143
**Restated for certain discontinued operations.				

	Three Months Ended		Nine Months Ended	
	September 30	September 30	September 30	September 30
	2003	2002	2003	2002
INCOME/(LOSS) FROM CONTINUING OPERATIONS				
BEFORE ACCOUNTING CHANGE				
E&P				
United States	\$546	306	1,741	741
International	421	154	1,428	200
Total E&P	967	460	3,169	941
Midstream	31	11	87	35
R&M				
United States	416	44	939	25
International	69	13	256	13
Total R&M	485	57	1,195	38
Chemicals	7	3	(4)	(1)
Emerging Businesses	(18)	(262)	(75)	(270)
Corporate and other	(223)	(343)	(765)	(603)
Consolidated	\$1,249	(74)	3,607	140
CUMULATIVE EFFECT OF ACCOUNTING CHANGES				
E&P				
United States	\$-	-	142	-
International	-	-	(13)	-
Total E&P	-	-	129	-
Midstream	-	-	-	-
R&M				
United States	-	-	(125)	-
International	-	-	-	-
Total R&M	-	-	(125)	-
Chemicals	-	-	-	-
Emerging Businesses	-	-	-	-
Corporate and other	-	-	(117)	-
Consolidated	\$-	-	(113)	-
INCOME (LOSS) FROM DISCONTINUED OPERATIONS				
Corporate and other	57	(42)	201	(7)
SUMMARY OF NET INCOME/(LOSS)				
E&P				
United States	\$546	306	1,883	741
International	421	154	1,415	200
Total E&P	967	460	3,298	941
Midstream	31	11	87	35
R&M				
United States	416	44	814	25
International	69	13	256	13
Total R&M	485	57	1,070	38
Chemicals	7	3	(4)	(1)
Emerging Businesses	(18)	(262)	(75)	(270)
Corporate and other	(166)	(385)	(681)	(610)
Net income/(loss)	\$1,306	(116)	3,695	133

ConocoPhillips
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Preliminary
SELECTED FINANCIAL DATA

	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2003	2002	2003	2002
INCOME/(LOSS) FROM CONTINUING OPERATIONS				
Effective tax rate %	45.9	%123.7	45.8	86.3
FOREIGN CURRENCY GAINS/(LOSSES)				
AFTER-TAX				
E&P	\$(12)	(6)	(28)	(11)
Midstream	-	-	-	-
R&M	(7)	3	4	8
Chemicals	-	-	-	-
Emerging Businesses	(1)	-	(1)	-
Corporate and other	2	5	21	13
	-----	-----	-----	-----
	\$(18)	2	(4)	10
	=====	=====	=====	=====
CASH FLOWS FROM OPERATING ACTIVITIES				
Income (loss) from continuing operations	\$1,249	(74)	3,607	140
Depreciation, depletion and amortization	858	548	2,574	1,339
Property impairments	18	8	192	26
Dry hole costs and leasehold impairment	75	20	169	161
Accretion on discounted liabilities	39	6	107	17
In-process research and development	-	246	-	246
Deferred taxes	36	(20)	289	45
Other	(631)	(62)	(729)	58
Working capital changes	323	1,137	975	836
	-----	-----	-----	-----
Net cash provided by continuing operations	1,967	1,809	7,184	2,868
Net cash provided by discontinued operations	74	68	174	118
	-----	-----	-----	-----
Net cash provided by operating activities	\$2,041	1,877	7,358	2,986
	=====	=====	=====	=====
CAPITAL EXPENDITURES AND INVESTMENTS				
E&P				
United States	\$353	233	1,060	756
Foreign	756	482	2,228	1,177
	-----	-----	-----	-----
	1,109	715	3,288	1,933
Midstream	2	1	6	2
R&M	298	192	740	425
Chemicals	-	10	-	29
Emerging Businesses	60	35	224	35
Corporate and other*	51	7	127	55
	-----	-----	-----	-----
	\$1,520	960	4,385	2,479
	=====	=====	=====	=====
*Excludes discontinued operations				
OTHER				
	At September		At December 31,	
	30, 2003		2002	
Total debt	\$18,887		19,766	
Common stockholders' equity	\$32,965		29,517	

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Preliminary
OPERATING HIGHLIGHTS

BY SEGMENT

	Three Months Ended September 30		Nine Months Ended September 30	
	2003	2002	2003	2002
	Thousands of Barrels Daily			
E&P				
Crude oil produced				
United States				
Alaska	314	310	327	334
Lower 48	51	38	56	34
	-----	-----	-----	-----
Norway	365	348	383	368
United Kingdom	207	156	215	131
Canada	67	35	79	24
Nigeria	29	14	31	5
China	36	29	38	26
Indonesia	25	12	25	12
Other	16	6	18	2
	48	20	52	9
	-----	-----	-----	-----
Total consolidated	793	620	841	577
Equity affiliates	120	44	97	18
	-----	-----	-----	-----
Total Worldwide	913	664	938	595
	=====	=====	=====	=====
Syncrude	22	8	19	3
	=====	=====	=====	=====
Natural gas liquids produced				
United States				
Alaska*	19	21	22	24
Lower 48	20	9	20	4
	-----	-----	-----	-----
Norway	39	30	42	28
Canada	7	6	8	5
Other	9	3	10	1
	2	4	4	4
	-----	-----	-----	-----
Total Worldwide	57	43	64	38
	=====	=====	=====	=====
*Includes reinjected volumes sold lease-to-lease.	13	13	14	14
	=====	=====	=====	=====
	Millions of Cubic Feet Daily			
Natural gas produced*				
United States				
Alaska	180	183	177	171
Lower 48	1,271	922	1,306	782
	-----	-----	-----	-----
Norway	1,451	1,105	1,483	953
United Kingdom	216	183	265	150
Canada	853	349	935	238
Indonesia	448	172	436	72
Other	275	68	248	23
	130	105	120	106
	-----	-----	-----	-----
Total consolidated	3,373	1,982	3,487	1,542
Equity affiliates	11	4	11	1
	-----	-----	-----	-----
Total Worldwide	3,384	1,986	3,498	1,543
	=====	=====	=====	=====
*Represents quantities available for sale. Excludes gas equivalent of NGL shown above.				
Liquefied natural gas sales	121	128	114	120

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Houston, Texas 77079

Preliminary
OPERATING HIGHLIGHTS

	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2003	2002	2003	2002
E&P (continued)				
	Per Unit			
Average sales prices				
Crude oil (per barrel)				
United States				
Alaska	\$28.31	25.83	28.99	22.92
Lower 48	27.94	26.87	28.98	23.61
Total U.S.	28.26	25.94	28.99	22.98
International	28.05	27.00	28.22	24.55
Total consolidated	28.15	26.38	28.57	23.54
Equity affiliates	19.90	20.29	18.84	19.88
Total Worldwide	27.00	25.97	27.55	23.43
Natural gas-lease (per MCF)				
United States				
Alaska	1.33	1.58	1.71	1.81
Lower 48	4.56	2.65	4.92	2.42
Total U.S.	4.41	2.60	4.78	2.39
International	3.38	2.37	3.59	2.34
Total consolidated	3.80	2.49	4.07	2.37
Equity affiliates	4.12	1.78	4.61	1.78
Total Worldwide	3.80	2.49	4.08	2.37

Midstream

	Thousands of Barrels Daily			
Natural gas liquids extracted				
Consolidated				
United States	50	19	51	7
International	47	15	44	5
Equity affiliates				
United States*	111	119	111	118
International	12	3	11	1
	-----	-----	-----	-----
	220	156	217	131
	=====	=====	=====	=====

*Represents 30.3 percent interest in Duke Energy Field Services, LLC (DEFS)

	Per Barrel			
U.S. product prices				
Weighted average NGL**				
Consolidated	\$20.94	18.57	22.51	18.57
DEFS	20.67	16.32	21.91	14.91

**Prices are based on index prices from the Mont Belvieu and Conway market hubs that are weighted by natural-gas-liquids component and location mix.

R&M	Three Months Ended September 30		Nine Months Ended September 30	
	2003	2002	2003	2002
	Thousands of Barrels Daily			
United States				
Crude oil capacity	2,168	1,825	2,168	1,710
Crude oil runs	2,083	1,643	2,073	1,546
Refinery production	2,322	1,795	2,311	1,702
International*				
Crude oil capacity	442	192	442	112
Crude oil runs	387	168	387	100
Refinery production	413	178	419	101
U.S. Petroleum products outside sales				
Automotive gasoline	1,398	1,195	1,370	1,146
Distillates	580	449	590	437
Aviation fuels	197	219	176	189
Other products	497	350	499	363
	-----	-----	-----	-----
	2,672	2,213	2,635	2,135
International	441	201	439	102
	-----	-----	-----	-----
	3,113	2,414	3,074	2,237
	=====	=====	=====	=====
Per Gallon				
U.S. Average sales prices**				
Automotive gasoline-wholesale	\$1.09	0.93	1.07	0.86
Automotive gasoline-retail	1.42	1.02	1.38	0.95
Distillates-wholesale	0.88	0.81	0.93	0.73

*Includes ConocoPhillips' share of equity affiliates.

**Excludes excise taxes.

ConocoPhillips

SUMMARY OF NET INCOME (LOSS) BY SEGMENT

	Millions of Dollars									
	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
Income (Loss) from Continuing Operations Before Accounting Changes										
U.S. E&P	155	280	306	415	1,156	678	517	546		1,741
International E&P	(13)	59	154	393	593	447	560	421		1,428
Total E&P	142	339	460	808	1,749	1,125	1,077	967		3,169
Midstream	12	12	11	20	55	31	25	31		87
U.S. R&M	(92)	73	44	113	138	275	248	416		939
International R&M	5	(5)	13	(8)	5	114	73	69		256
Total R&M	(87)	68	57	105	143	389	321	485		1,195
Chemicals	(11)	7	3	(13)	(14)	(23)	12	7		(4)
Emerging Businesses	(5)	(3)	(262)	(40)	(310)	(34)	(23)	(18)		(75)
Corporate and Other	(149)	(111)	(343)	(322)	(925)	(225)	(317)	(223)		(765)
Consolidated	(98)	312	(74)	558	698	1,263	1,095	1,249		3,607
Cumulative Effect of Accounting Changes										
U.S. E&P	-	-	-	-	-	142	-	-		142
International E&P	-	-	-	-	-	(13)	-	-		(13)
Total E&P	-	-	-	-	-	129	-	-		129
Midstream	-	-	-	-	-	-	-	-		-
U.S. R&M	-	-	-	-	-	(125)	-	-		(125)
International R&M	-	-	-	-	-	-	-	-		-
Total R&M	-	-	-	-	-	(125)	-	-		(125)
Chemicals	-	-	-	-	-	-	-	-		-
Emerging Businesses	-	-	-	-	-	-	-	-		-
Corporate and Other	-	-	-	-	-	(117)	-	-		(117)
Consolidated	-	-	-	-	-	(113)	-	-		(113)
Income (Loss) from Discontinued Operations										
Corporate and Other	(4)	39	(42)	(986)	(993)	53	91	57		201
Net Income (Loss)										
U.S. E&P	155	280	306	415	1,156	820	517	546		1,883
International E&P	(13)	59	154	393	593	434	560	421		1,415
Total E&P	142	339	460	808	1,749	1,254	1,077	967		3,298
Midstream	12	12	11	20	55	31	25	31		87
U.S. R&M	(92)	73	44	113	138	150	248	416		814
International R&M	5	(5)	13	(8)	5	114	73	69		256
Total R&M	(87)	68	57	105	143	264	321	485		1,070
Chemicals	(11)	7	3	(13)	(14)	(23)	12	7		(4)
Emerging Businesses	(5)	(3)	(262)	(40)	(310)	(34)	(23)	(18)		(75)
Corporate and Other	(153)	(72)	(385)	(1,308)	(1,918)	(289)	(226)	(166)		(681)
Consolidated	(102)	351	(116)	(428)	(295)	1,203	1,186	1,306		3,695

ConocoPhillips

INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES

	Millions of Dollars									
	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
Income from Continuing Operations Before Income Taxes										
U.S. E&P	223	419	450	536	1,628	1,050	802	853		2,705
International E&P	167	260	555	949	1,931	1,260	967	1,029		3,256
Total E&P	390	679	1,005	1,485	3,559	2,310	1,769	1,882		5,961
Midstream	20	20	23	35	98	51	42	50		143
U.S. R&M	(140)	118	75	175	228	453	396	639		1,488
International R&M	5	(5)	19	(25)	(6)	150	94	86		330
Total R&M	(135)	113	94	150	222	603	490	725		1,818
Chemicals	(18)	3	(1)	(16)	(32)	(44)	15	10		(19)
Emerging Businesses	(8)	(5)	(274)	(62)	(349)	(51)	(34)	(29)		(114)
Corporate and Other	(198)	(153)	(535)	(471)	(1,357)	(300)	(502)	(328)		(1,130)
Consolidated	51	657	312	1,121	2,141	2,569	1,780	2,310		6,659
Income from Continuing Operations Effective Tax Rates										
U.S. E&P	30.5%	33.2%	32.0%	22.6%	29.0%	35.4%	35.5%	36.0%		35.6%
International E&P	107.8%	77.3%	72.3%	58.6%	69.3%	64.5%	42.1%	59.1%		56.1%
Total E&P	63.6%	50.1%	54.2%	45.6%	50.9%	51.3%	39.1%	48.6%		46.8%
Midstream	40.0%	40.0%	52.2%	42.9%	43.9%	39.2%	40.5%	38.0%		39.2%
U.S. R&M	34.3%	38.1%	41.3%	35.4%	39.5%	39.3%	37.4%	34.9%		36.9%
International R&M	0.0%	0.0%	31.6%	68.0%	183.3%	24.0%	22.3%	19.8%		22.4%
Total R&M	35.6%	39.8%	39.4%	30.0%	35.6%	35.5%	34.5%	33.1%		34.3%
Chemicals	38.9%	133.3%	400.0%	18.8%	56.3%	47.7%	20.0%	30.0%		78.9%
Emerging Businesses	37.5%	40.0%	4.4%	35.5%	11.2%	33.3%	32.4%	37.9%		34.2%
Corporate and Other	24.7%	27.5%	35.9%	31.6%	31.8%	25.0%	36.9%	32.0%		32.3%
Consolidated	292.2%	52.5%	123.7%	50.2%	67.4%	50.8%	38.5%	45.9%		45.8%

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ConocoPhillips

CERTAIN ITEMS INCLUDED IN INCOME FROM CONTINUING OPERATIONS (AFTER-TAX)

Millions of Dollars

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
U.S. E&P										
Gain (loss) on asset sales	-	-	-	-	-	-	16	65		81
Property impairments	-	(3)	(5)	-	(8)	-	(14)	(10)		(24)
Pending claims and settlements	-	-	-	-	-	-	(20)	-		(20)
Total	-	(3)	(5)	-	(8)	-	(18)	55		37
International E&P										
Gain (loss) on asset sales	-	-	-	17	17	-	-	33		33
Property impairments	(7)	(3)	-	(14)	(24)	(12)	(32)	-		(44)
U.K. tax law change	-	-	(24)	-	(24)	-	-	-		-
Norway Removal Grant Act (1986) repeal*	-	-	-	-	-	-	87	-		87
Bayu-Undan ownership realignment	-	-	-	-	-	-	51	-		51
Angola leasehold impairment	(77)	-	-	-	(77)	-	-	-		-
Total	(84)	(3)	(24)	3	(108)	(12)	106	33		127
Total E&P	(84)	(6)	(29)	3	(116)	(12)	88	88		164
Midstream										
Total	-	-	-	-	-	-	-	-		-
U.S. R&M										
Gain (loss) on asset sales	-	-	-	-	-	-	-	-		-
Property impairments	-	-	-	(83)	(83)	-	-	-		-
Other	-	-	-	-	-	-	-	-		-
Total	-	-	-	(83)	(83)	-	-	-		-
International R&M										
Gain (loss) on asset sales	-	-	-	-	-	-	-	-		-
Property impairments	-	-	-	-	-	-	-	-		-
Other	-	-	-	-	-	-	-	-		-
Total	-	-	-	-	-	-	-	-		-
Total R&M	-	-	-	(83)	(83)	-	-	-		-
Chemicals										
Total	-	-	-	-	-	-	-	-		-
Emerging Businesses										
Write-off of in-process R&D	-	-	(246)	-	(246)	-	-	-		-
Total	-	-	(246)	-	(246)	-	-	-		-
Corporate and Other										
Insurance demutualization benefits	-	-	-	-	-	34	-	-		34
Property impairments	-	-	-	-	-	-	(3)	-		(3)
Merger-related expenses	(2)	(1)	(221)	(83)	(307)	(27)	(115)	(41)		(183)
Premium on early debt retirement	-	(15)	-	(1)	(16)	(10)	(9)	-		(19)
Other	-	-	-	-	-	-	-	-		-
Total	(2)	(16)	(221)	(84)	(323)	(3)	(127)	(41)		(171)
Total Company	(86)	(22)	(496)	(164)	(768)	(15)	(39)	47		(7)

* Net of \$21 million of property impairments.

CASH FLOW INFORMATION

	Millions of Dollars											
	2002						2003					
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD		
DD&A (including property impairments) included in net cash provided by												
operating activities	406	402	557	1,035	2,400	887	1,003	876		2,766		
Net Cash Provided by Operating Activities	579	530	1,877	1,983	4,969	3,164	2,153	2,041		7,358		
Cash Flows from Investing Activities												
Capital expenditures and investments:												
E&P	(517)	(701)	(715)	(1,343)	(3,276)	(1,012)	(1,167)	(1,109)		(3,288)		
Midstream	-	(1)	(1)	(3)	(5)	(2)	(2)	(2)		(6)		
R&M	(104)	(129)	(192)	(415)	(840)	(202)	(240)	(298)		(740)		
Chemicals	(10)	(9)	(10)	(31)	(60)	-	-	-		-		
Emerging Businesses	-	-	(35)	(87)	(122)	(66)	(98)	(60)		(224)		
Corporate and Other	(14)	(34)	(7)	(30)	(85)	(26)	(50)	(51)		(127)		
Total capital expend. & investments	(645)	(874)	(960)	(1,909)	(4,388)	(1,308)	(1,557)	(1,520)		(4,385)		
Acquisitions, net of cash acquired	-	-	1,242	(62)	1,180	-	-	-		-		
Acquisitions - adoption of FIN 46	-	-	-	-	-	225	-	-		225		
Proceeds from asset dispositions	45	36	19	715	815	126	465	913		1,504		
Long-term advances to affiliates and other investments	(12)	14	(83)	(11)	(92)	(28)	(9)	39		2		
Discontinued operations	(12)	(12)	(22)	(53)	(99)	(14)	3	(38)		(49)		
Net Cash Used for Investing Activities	(624)	(836)	196	(1,320)	(2,584)	(999)	(1,098)	(606)		(2,703)		
Cash Flows from Financing Activities												
Net issuance (repayment) of debt	204	725	(1,432)	(587)	(1,090)	(1,569)	(708)	(1,515)		(3,792)		
Redemption of preferred stock	-	(300)	-	-	(300)	-	-	-		-		
Dividends	(138)	(137)	(138)	(271)	(684)	(271)	(272)	(272)		(815)		
Other	7	(7)	(131)	(15)	(146)	11	32	85		128		
Net Cash Provided by (Used for) Financing Activities	73	281	(1,701)	(873)	(2,220)	(1,829)	(948)	(1,702)		(4,479)		
Net Change in Cash and Cash Equivalents	28	(25)	372	(210)	165	336	107	(267)		176		
Cash and cash equivalents at beginning of period	142	170	145	517	142	307	643	750		307		
Cash and Cash Equivalents at End of Period	170	145	517	307	307	643	750	483		483		

TOTAL E&P

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
E&P Net Income (\$ Millions)	142	339	460	808	1,749	1,254	1,077	967		3,298
=====										
Production										
Total, Including Equity Affiliates and Canadian Syncrude (MBOE/D)	833	798	1,046	1,623	1,077	1,622	1,636	1,556		1,604

Crude Oil and Condensate (MB/D)										
Consolidated	566	546	620	854	647	880	850	793		841
Equity affiliates	5	4	44	87	35	55	117	120		97
Total	571	550	664	941	682	935	967	913		938
=====										
Sales of crude oil produced (MB/D)	566	557	664	918	677	911	996	917		941

Natural Gas Liquids (MB/D)	37	34	43	70	46	67	67	57		64

Natural Gas (MMCF/D)										
Consolidated	1,349	1,286	1,982	3,529	2,043	3,605	3,485	3,373		3,487
Equity affiliates	-	-	4	13	4	12	11	11		11
Total	1,349	1,286	1,986	3,542	2,047	3,617	3,496	3,384		3,498
=====										
Canadian Syncrude (MB/D)	-	-	8	22	8	17	19	22		19

Industry Prices (Platt's)										
Crude Oil (\$/bbl)										
WTI spot	21.56	26.27	28.31	28.20	26.09	34.06	29.02	30.18		31.09
Brent dated	21.14	25.04	26.94	26.78	24.98	31.51	26.03	28.41		28.65
Natural Gas--Henry Hub 1st of month (\$/mcf)	2.34	3.38	3.16	3.97	3.21	6.58	5.40	4.97		5.65

Average Realized Prices										
Crude Oil and Condensate (\$/bbl)										
Consolidated	19.41	24.46	26.38	26.12	24.38	31.27	26.33	28.15		28.57
Equity affiliates	15.86	21.06	20.29	17.50	18.41	20.97	16.85	19.90		18.84
Total	19.37	24.44	25.97	25.31	24.07	30.73	25.19	27.00		27.55

Natural Gas Liquids (\$/bbl)	16.00	20.36	19.42	19.32	18.93	24.73	19.17	19.72		21.22

Natural Gas (\$/mcf)										
Consolidated	2.15	2.40	2.49	3.27	2.77	4.49	3.92	3.80		4.07
Equity affiliates	-	-	1.78	3.00	2.71	4.82	4.89	4.12		4.61
Total	2.15	2.40	2.49	3.27	2.77	4.49	3.93	3.80		4.08

Exploration Charges (\$ Millions)										
Dry Holes	16	17	4	124	161	20	30	39		89
Lease Impairments	93	16	15	22	146	20	24	36		80
Total Non-Cash Charges	109	33	19	146	307	40	54	75		169
Other (G&G and Lease Rentals)	54	34	66	131	285	76	88	57		221
Total Exploration Charges	163	67	85	277	592	116	142	132		390
=====										
Depreciation, Depletion & Amortization										
Producing operations (\$ millions)	274	278	398	666	1,616	643	630	636		1,909

Producing operations (\$ millions)

Alaska	156	157	136	140	589	113	124	118	355
Lower 48	54	48	93	149	344	148	148	153	449

Total U.S.	210	205	229	289	933	261	272	271	804
=====									

INTERNATIONAL E&P

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
International E&P										
Net Income (Loss) (\$ Millions)	(13)	59	154	393	593	434	560	421		1,415
Production										
Total, Including Equity Affiliates and Canadian Syncrude (MBOE/D)	269	261	484	939	490	926	958	910		932
Crude Oil and Condensate (MB/D)										
Consolidated										
Norway	118	119	156	233	157	226	214	207		215
United Kingdom	17	18	35	86	39	87	82	67		79
Canada	1	1	14	37	13	33	31	29		31
Nigeria	27	23	29	38	29	38	39	36		38
China	13	11	12	11	12	23	27	25		25
Indonesia	-	-	6	13	5	21	17	16		18
Other	4	4	20	55	21	55	52	48		52
Equity affiliates	5	4	44	87	35	55	117	120		97
Total	185	180	316	560	311	538	579	548		555
Sales of crude oil produced (MB/D)	183	183	304	548	306	520	607	548		558
Natural Gas Liquids (MB/D)										
Norway	5	4	6	7	6	8	7	7		8
Canada	-	-	3	14	4	11	11	9		10
Other	4	4	4	4	4	4	5	2		4
Total	9	8	13	25	14	23	23	18		22
Natural Gas (MMCF/D)										
Consolidated										
Norway	135	131	183	232	171	305	273	216		265
United Kingdom	173	189	349	975	424	1,002	952	853		935
Canada	19	22	172	442	165	436	424	448		436
Indonesia	-	-	68	220	72	224	246	275		248
Other	120	95	105	112	108	111	117	130		120
Equity affiliates	-	-	4	13	4	12	11	11		11
Total	447	437	881	1,994	944	2,090	2,023	1,933		2,015
Canadian Syncrude (MB/D)	-	-	8	22	8	17	19	22		19
Average Realized Prices										
Crude Oil and Condensate (\$/bbl)										
Consolidated										
Norway	21.04	24.49	27.19	26.35	25.21	32.72	26.28	29.08		29.29
United Kingdom	21.21	24.14	26.88	25.98	25.33	30.11	24.34	28.32		27.50
Canada	20.03	24.85	27.20	21.26	22.87	28.40	23.61	24.15		25.47
Nigeria	21.14	24.95	27.51	26.97	25.37	31.94	26.35	28.48		28.75
China	19.57	25.27	26.31	29.64	25.03	28.87	26.51	26.38		27.16
Indonesia	-	-	24.89	30.59	28.10	29.35	24.54	26.32		26.95
Other	15.00	25.18	25.75	25.18	24.94	29.10	25.38	26.58		27.05
Equity affiliates	15.86	21.06	20.29	17.50	18.41	20.97	16.85	19.90		18.84
Total	20.71	24.51	26.01	24.60	24.36	30.17	23.90	26.15		26.57
Natural Gas Liquids (\$/bbl)										
Norway	12.88	15.48	15.64	20.69	16.51	21.85	18.13	18.50		19.39
Canada	-	-	29.12	18.42	20.39	26.11	20.78	23.55		23.51
Other	12.58	13.29	13.74	20.51	15.29	23.40	16.73	14.18		15.37
Total	12.76	14.58	18.42	19.39	17.47	24.22	18.96	18.23		20.55
Natural Gas (\$/mcf)										
Consolidated										
Norway	3.22	3.02	3.16	3.33	3.20	3.66	3.86	4.21		3.88
United Kingdom	3.18	2.55	2.22	3.20	2.92	3.55	3.17	2.88		3.22
Canada	2.23	2.21	2.32	3.37	3.03	5.42	4.34	4.17		4.64
Indonesia	-	-	4.18	4.11	4.12	4.66	4.16	4.35		4.38
Other	0.41	0.39	0.41	0.45	0.42	0.48	0.48	0.50		0.49
Equity affiliates	-	-	1.78	3.00	2.71	4.82	4.89	4.12		4.61
Total	2.41	2.20	2.37	3.20	2.79	3.92	3.48	3.38		3.60
International Exploration Charges (\$ Millions)										
Dry Holes	2	14	3	63	82	4	27	30		61
Lease Impairments	80	4	5	8	97	7	12	26		45
Total Non-Cash Charges	82	18	8	71	179	11	39	56		106

Other (G&G and Lease Rentals)	37	24	46	92	199	48	66	34	148
Total International Exploration Charges	119	42	54	163	378	59	105	90	254
Depreciation, Depletion & Amortization Producing operations (\$ millions)	64	73	169	377	683	383	358	364	1,105

R&M

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
R&M Net Income (Loss) (\$ Millions)	(87)	68	57	105	143	264	321	485		1,070
United States (\$ Millions)	(92)	73	44	113	138	150	248	416		814
International (\$ Millions)	5	(5)	13	(8)	5	114	73	69		256
Market Indicators										
U.S. East Coast Crack Spread (\$/bbl)	2.90	2.86	3.06	4.58	3.35	6.16	3.46	6.37		5.33
U.S. Gulf Coast Crack Spread (\$/bbl)	2.78	3.70	2.79	3.74	3.25	5.64	3.65	5.38		4.89
U.S. Group Central Spread (\$/bbl)	3.88	5.07	5.16	5.69	4.95	6.12	6.96	8.32		7.14
U.S. West Coast Crack Spread (\$/bbl)	9.67	9.53	8.58	8.40	9.04	12.79	11.39	14.00		12.73
NW Europe Crack Spread (\$/bbl)	0.74	1.38	1.70	2.72	1.64	5.68	3.17	3.11		3.99
Realized Margins										
Refining Margin (\$/bbl)										
U.S.	n/a	n/a	n/a	5.07	n/a	6.50	5.34	6.39		6.07
International	n/a	n/a	n/a	2.98	n/a	5.63	3.98	3.98		4.54
Marketing Margin (\$/gal)										
U.S.	n/a	n/a	n/a	0.04	n/a	0.04	0.06	0.05		0.05
International	n/a	n/a	n/a	0.16	n/a	0.17	0.22	0.19		0.19
Depreciation, Depletion & Amortization (\$ Millions)	102	98	119	167	486	167	174	174		515
Maintenance Turnaround Expense (\$ Millions)	71	29	47	29	176	61	41	19		121
Consolidated EASTERN U.S.										
Charge Barrels Input (MB/D)										
Crude Oil	348	404	338	399	372	415	435	428		426
Other Feed and Blending Stocks	53	47	16	61	44	51	53	40		48
Total	401	451	354	460	416	466	488	468		474
Percentage Utilization	81%	94%	79%	93%	87%	97%	101%	100%		99%
Refined Products Production (MB/D)										
Gasoline	214	247	187	260	227	244	249	243		245
Distillates	111	114	88	116	107	138	131	117		129
Aviation Fuel	35	37	37	37	36	32	29	37		33
Other	46	52	36	51	47	55	85	75		72
Total	406	450	348	464	417	469	494	472		479
U.S. GULF COAST										
Charge Barrels Input (MB/D)										
Crude Oil	414	428	509	652	501	668	702	708		693
Other Feed and Blending Stocks	80	67	87	101	85	103	95	95		98
Total	494	495	596	753	586	771	797	803		791
Percentage Utilization	90%	92%	93%	91%	92%	93%	98%	99%		97%
Refined Products Production (MB/D)										
Gasoline	213	211	236	300	240	289	277	288		284
Distillates	146	144	172	247	177	242	249	265		252
Aviation Fuel	37	39	52	62	48	70	63	71		68
Other	102	116	148	181	137	221	242	228		230
Total	498	510	608	790	602	822	831	852		834
CENTRAL U.S.										
Charge Barrels Input (MB/D)										
Crude Oil	348	424	466	633	469	631	663	618		637
Other Feed and Blending Stocks	34	32	39	46	37	32	24	33		30
Total	382	456	505	679	506	663	687	651		667
Percentage Utilization	84%	98%	90%	92%	91%	92%	96%	90%		93%

Refined Products Production (MB/D)

Gasoline	200	235	269	389	274	367	375	367	370
Distillates	64	74	76	148	91	144	152	123	139
Aviation Fuel	50	49	58	64	55	59	57	64	60
Other	61	98	99	91	87	96	110	102	103

Total	375	456	502	692	507	666	694	656	672
=====									

n/a = not available.

R&M (continued)

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
WESTERN U.S.										
Charge Barrels Input (MB/D)										
Crude Oil	306	320	330	320	319	294	328	329		317
Other Feed and Blending Stocks	(3)	16	13	16	11	9	13	12		11
Total	303	336	343	336	330	303	341	341		328
Percentage Utilization	92%	96%	99%	96%	96%	88%	99%	99%		95%
Refined Products Production (MB/D)										
Gasoline	137	148	175	174	159	160	176	172		170
Distillates	71	77	78	81	77	66	83	86		79
Aviation Fuel	27	31	33	30	30	29	24	28		27
Other	61	60	51	48	55	42	55	56		50
Total	296	316	337	333	321	297	338	342		326
TOTAL UNITED STATES										
Charge Barrels Input (MB/D)										
Crude Oil	1,416	1,576	1,643	2,004	1,661	2,008	2,128	2,083		2,073
Other Feed and Blending Stocks	164	162	155	224	177	195	185	180		187
Total	1,580	1,738	1,798	2,228	1,838	2,203	2,313	2,263		2,260
Percentage Utilization	86%	95%	90%	93%	91%	93%	98%	96%		96%
Refined Products Production (MB/D)										
Gasoline	764	841	867	1,123	900	1,060	1,077	1,070		1,069
Distillates	392	409	414	592	452	590	615	591		599
Aviation Fuel	149	156	180	193	169	190	173	200		188
Other	270	326	334	371	326	414	492	461		455
Total	1,575	1,732	1,795	2,279	1,847	2,254	2,357	2,322		2,311
UNITED KINGDOM and IRELAND										
Charge Barrels Input (MB/D)										
Crude Oil	65	67	126	177	109	262	244	258		255
Other Feed and Blending Stocks	-	-	15	30	11	39	42	38		39
Total	65	67	141	207	120	301	286	296		294
Percentage Utilization	90%	92%	85%	58%	73%	86%	80%	84%		83%
Refined Products Production (MB/D)										
Gasoline	15	16	42	64	34	99	91	99		96
Distillates	26	26	56	76	46	125	118	128		124
Aviation Fuel	-	-	4	6	3	14	7	10		10
Other	21	21	32	77	38	54	59	45		53
Total	62	63	134	223	121	292	275	282		283
Equity Affiliates - Net Share International*										
Charge Barrels Input (MB/D)										
Crude Oil	-	-	42	130	43	134	132	129		132
Other Feed and Blending Stocks	-	-	1	3	1	2	3	5		3
Total	-	-	43	133	44	136	135	134		135
Percentage Utilization	-	-	95%	95%	95%	98%	97%	95%		97%
Refined Products Production (MB/D)										
Gasoline	-	-	13	41	14	43	41	40		41
Distillates	-	-	18	58	19	58	59	57		58
Aviation Fuel	-	-	4	7	3	10	8	9		9
Other	-	-	9	19	7	33	24	25		28
Total	-	-	44	125	43	144	132	131		136

* Represents 18.75 percent interest in a refinery complex at Karlsruhe, Germany; 16.33 percent interest in two refineries in Kralupy and Litvinov, Czech Republic; and 47 percent interest in a refinery at Melaka, Malaysia.

R&M (continued)

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
Worldwide - Including Share of Equity Affiliates Charge Barrels Input (MB/D)										
Crude Oil	1,481	1,643	1,811	2,311	1,813	2,404	2,504	2,470		2,460
Other Feed and Blending Stocks	164	162	171	257	189	236	230	223		229
Total	1,645	1,805	1,982	2,568	2,002	2,640	2,734	2,693		2,689
Percentage Utilization	86%	95%	90%	89%	90%	92%	96%	95%		94%
Refined Products Production (MB/D)										
Gasoline	779	857	922	1,228	948	1,202	1,209	1,209		1,206
Distillates	418	435	488	726	517	773	792	776		781
Aviation Fuel	149	156	188	206	175	214	188	219		207
Other	291	347	375	467	371	501	575	531		536
Total	1,637	1,795	1,973	2,627	2,011	2,690	2,764	2,735		2,730
U.S. PETROLEUM PRODUCTS SALES (MB/D)*										
Gasoline	1,084	1,159	1,195	1,478	1,230	1,331	1,381	1,398		1,370
Distillates	439	424	449	692	502	600	590	580		590
Aviation Fuel	162	185	219	172	185	164	164	197		176
Other	398	341	350	403	372	509	493	497		499
Total	2,083	2,109	2,213	2,745	2,289	2,604	2,628	2,672		2,635
*2002 amounts restated.										
INTERNATIONAL PETROLEUM PRODUCTS SALES (MB/D)										
Gasoline	12	12	78	163	67	202	190	181		191
Distillates	20	21	84	147	69	181	199	192		190
Aviation Fuel	-	-	2	6	2	5	7	14		9
Other	22	17	37	24	24	40	52	54		49
Total	54	50	201	340	162	428	448	441		439
SPECIALTIES										
Base Oil Production(MB/D)										
United States - Equity Affiliate	-	-	3	10	3	10	7	11		9
Petroleum Coke Sales (MMT)*										
United States										
Fuel coke	297	311	500	565	1,673	683	653	653		1,989
Specialty coke	56	57	196	292	601	276	282	253		811
International										
Fuel coke	-	-	12	54	66	57	50	35		142
Specialty coke	-	-	68	180	248	176	180	171		527
Finished Lubes Sales (MB/D)*										
United States										
	8	9	9	10	9	10	10	12		11
International										
	-	-	-	1	-	1	-	1		-

*Included in "Other" in the petroleum products sales statistics above.

MIDSTREAM

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
Midstream Net Income (\$ Millions)	12	12	11	20	55	31	25	31		87
U.S. Equity Affiliate (\$ Millions)*	5	7	6	5	23	13	23	18		54
Natural Gas Liquids Extracted (MB/D)										
Consolidated										
United States	-	-	19	56	19	51	53	50		51
International	-	-	15	45	15	47	35	47		44
Equity Affiliates										
United States*	117	119	119	119	119	114	110	111		111
International	-	-	3	10	3	10	11	12		11
Total	117	119	156	230	156	222	209	220		217

* Represents 30.3 percent interest in Duke Energy Field Services, LLC (DEFS).

Natural Gas Liquids Fractionated (MB/D)										
United States	107	104	139	179	133	168	158	172		166

Product Prices										
Weighted Average NGL (\$/bbl)*										
Consolidated	-	-	18.57	19.24	19.07	25.59	20.99	20.94		22.51
DEFS	12.83	15.59	16.32	18.95	15.92	24.53	20.53	20.67		21.91

* Prices are based on index prices from the Mont Belvieu and Conway market hubs that are weighted by natural gas liquids component and location mix.

Depreciation, Depletion & Amortization (\$ Millions)	1	-	5	13	19	14	14	13		41
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EMERGING BUSINESSES

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
Emerging Businesses										
Net Income (Loss) (\$ Millions)*	(5)	(3)	(262)	(40)	(310)	(34)	(23)	(18)		(75)
Detail of Net Income (Loss) (\$ Millions)										
Technology Solutions	(5)	(3)	(4)	(4)	(16)	(5)	(6)	(5)		(16)
Gas-to-Liquids*	-	-	(253)	(20)	(273)	(20)	(13)	(7)		(40)
Power	-	-	(1)	(2)	(3)	1	(1)	(3)		(3)
Other	-	-	(4)	(14)	(18)	(10)	(3)	(3)		(16)
Total	(5)	(3)	(262)	(40)	(310)	(34)	(23)	(18)		(75)

* Third quarter 2002 results include a \$246 million write down of acquired in-process R&D.

CORPORATE AND OTHER

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
Corporate and Other										
Net Income (Loss) (\$ Millions)	(153)	(72)	(385)	(1,308)	(1,918)	(289)	(226)	(166)		(681)
Detail of Net Income (Loss) (\$ Millions)										
Net interest expense	(78)	(91)	(83)	(160)	(412)	(190)	(145)	(134)		(469)
Corporate overhead	(47)	(27)	(32)	(67)	(173)	(30)	(43)	(33)		(106)
Discontinued operations	(4)	39	(42)	(986)	(993)	53	91	57		201
Merger-related costs	(2)	(1)	(221)	(83)	(307)	(27)	(115)	(41)		(183)
Accounting change	-	-	-	-	-	(117)	-	-		(117)
Other	(22)	8	(7)	(12)	(33)	22	(14)	(15)		(7)
Total	(153)	(72)	(385)	(1,308)	(1,918)	(289)	(226)	(166)		(681)

Before-Tax Net Interest Expense (\$ Millions)									
Interest expense	(158)	(157)	(193)	(291)	(799)	(339)	(306)	(314)	(959)
Capitalized interest	51	51	59	72	233	73	78	98	249
Interest revenue	4	2	13	21	40	29	31	27	87
Premium on early debt retirement	-	(21)	-	(3)	(24)	(12)	(11)	-	(23)
	(103)	(125)	(121)	(201)	(550)	(249)	(208)	(189)	(646)
=====									
Debt									
Total Debt (\$ Millions)*	8,902	9,635	20,453	19,766	19,766	21,015	20,262	18,887	18,887
Debt-to-Capital Ratio*	37.6%	39.4%	39.8%	39.3%	39.3%	40.1%	38.3%	36.0%	36.0%

* 2003 amounts reflect the January 1, 2003, adoption of FIN 46.

SELECTED PRO FORMA STATISTICS (E&P)

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
E&P										
E&P Production										
Total Including Equity Affiliates										
and Canadian Syncrude (MBOE/D)	1,676	1,619	1,546	1,623	1,616	1,622	1,636	1,556		1,604

Crude Oil and Condensate (MB/D)										
Consolidated										
U.S.	424	406	370	381	395	397	388	365		383
Norway	200	208	219	233	215	226	214	207		215
United Kingdom	81	78	63	86	77	87	82	67		79
Canada	46	45	42	37	42	33	31	29		31
Nigeria	40	34	35	38	37	38	39	36		38
China	13	11	12	11	12	23	27	25		25
Indonesia	26	23	22	13	21	21	17	16		18
Other	52	50	48	55	51	55	52	48		52
Equity affiliates	91	84	104	87	92	55	117	120		97
Total	973	939	915	941	942	935	967	913		938
=====										
Natural Gas Liquids (MB/D)										
U.S.	48	46	42	45	45	44	44	39		42
International	24	22	24	25	24	23	23	18		22
Total	72	68	66	70	69	67	67	57		64
=====										
Natural Gas (MMCF/D)										
Consolidated										
U.S.	1,635	1,566	1,578	1,548	1,581	1,527	1,473	1,451		1,483
Norway	291	290	252	232	266	305	273	216		265
United Kingdom	869	856	603	975	826	1,002	952	853		935
Canada	548	565	512	442	517	436	424	448		436
Indonesia	179	169	189	220	189	224	246	275		248
Other	120	95	105	112	108	111	117	130		120
Equity affiliates	12	13	13	13	13	12	11	11		11
Total	3,654	3,554	3,252	3,542	3,500	3,617	3,496	3,384		3,498
=====										
Canadian Syncrude (MB/D)	22	20	23	22	22	17	19	22		19

E&P Average Realized Prices										
Crude Oil and Condensate (\$/bbl)										
Consolidated										
U.S.	18.66	24.33	25.85	26.36	23.69	31.47	27.21	28.26		28.99
Norway	20.77	24.42	26.78	26.35	24.61	32.72	26.28	29.08		29.29
United Kingdom	19.78	23.69	26.15	25.98	23.99	30.11	24.34	28.32		27.50
Canada	19.39	21.79	24.96	21.26	21.82	28.40	23.61	24.15		25.47
Nigeria	21.33	25.16	27.40	26.97	25.12	31.94	26.35	28.48		28.75
China	19.57	25.27	26.31	29.64	25.03	28.87	26.51	26.38		27.16
Indonesia	19.38	24.46	24.21	30.59	23.51	29.35	24.54	26.32		26.95
Other	19.39	24.66	25.55	25.18	23.58	29.10	25.38	26.58		27.05
Equity affiliates	13.40	18.26	19.06	17.50	17.14	20.97	16.85	19.90		18.84
Total	18.93	23.71	25.24	25.31	23.26	30.73	25.19	27.00		27.55

Natural Gas Liquids (\$/bbl)										
U.S.	12.92	17.05	16.78	19.27	16.44	25.13	19.33	20.87		21.74
International	9.86	15.62	18.56	19.39	15.95	24.22	18.96	18.23		20.55
Total	11.67	16.49	17.57	19.32	16.24	24.73	19.17	19.72		21.22

Natural Gas (\$/mcf)										
Consolidated										
U.S.	2.26	2.80	2.71	3.38	2.78	5.34	4.58	4.41		4.78
Norway	3.20	2.99	3.26	3.33	3.19	3.66	3.86	4.21		3.88
United Kingdom	3.43	2.37	1.95	3.20	2.81	3.55	3.17	2.88		3.22
Canada	1.74	2.50	2.13	3.37	2.40	5.42	4.34	4.17		4.64
Indonesia	3.16	4.13	4.13	4.11	3.89	4.66	4.16	4.35		4.38
Other	0.41	0.39	0.41	0.45	0.42	0.48	0.48	0.50		0.49
Equity affiliates	2.17	2.60	1.78	3.00	2.39	4.82	4.89	4.12		4.61
Total	2.53	2.66	2.52	3.27	2.75	4.49	3.93	3.80		4.08

Note: Pro forma information derived by summing the historical Phillips and Conoco data for the period indicated.

SELECTED PRO FORMA STATISTICS (Midstream and R&M)

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
Midstream										
Natural Gas Liquids Extracted (MB/D)										
Consolidated										
United States	49	52	50	56	52	51	53	50		51
International	42	42	46	45	44	47	35	47		44
Equity Affiliates										
United States*	117	119	119	119	119	114	110	111		111
International	9	9	9	10	9	10	11	12		11
Total	217	222	224	230	223	222	209	220		217
* Represents 30.3 percent interest in Duke Energy Field Services, LLC (DEFS).										
Natural Gas Liquids Fractionated (MB/D)										
United States	166	159	177	179	170	168	158	172		166
Product Prices										
Weighted Average NGL (\$/bbl)*										
Consolidated	13.23	15.99	16.69	19.24	16.31	25.59	20.99	20.94		22.51
DEFS	12.83	15.59	16.32	18.95	15.92	24.53	20.53	20.67		21.91
* Prices are based on index prices from the Mont Belvieu and Conway market hubs that are weighted by natural gas liquids component and location mix.										
R&M										
Charge Barrels Input (MB/D)										
Eastern U.S.										
Crude Oil	348	404	338	399	372	415	435	428		426
Other Feed and Blending Stocks	53	47	16	61	44	51	53	40		48
Total	401	451	354	460	416	466	488	468		474
Percentage Utilization	81%	94%	79%	93%	87%	97%	101%	100%		99%
U.S. Gulf Coast										
Crude Oil	648	669	675	652	661	668	702	708		693
Other Feed and Blending Stocks	116	96	90	101	101	103	95	95		98
Total	764	765	765	753	762	771	797	803		791
Percentage Utilization	91%	94%	94%	91%	93%	93%	98%	99%		97%
Central U.S.										
Crude Oil	568	664	624	633	622	631	663	618		637
Other Feed and Blending Stocks	25	23	22	46	29	32	24	33		30
Total	593	687	646	679	651	663	687	651		667
Percentage Utilization	85%	96%	91%	92%	91%	92%	96%	90%		93%
Western U.S.										
Crude Oil	306	320	330	320	319	294	328	329		317
Other Feed and Blending Stocks	(3)	16	13	16	11	9	13	12		11
Total	303	336	343	336	330	303	341	341		328
Percentage Utilization	92%	96%	99%	96%	96%	88%	99%	99%		95%
Total U.S.										
Crude Oil	1,870	2,057	1,967	2,004	1,975	2,008	2,128	2,083		2,073
Other Feed and Blending Stocks	191	182	141	224	184	195	185	180		187
Total	2,061	2,239	2,108	2,228	2,159	2,203	2,313	2,263		2,260
Percentage Utilization	87%	95%	91%	93%	92%	93%	98%	96%		96%
United Kingdom and Ireland										
Crude Oil	279	260	273	177	247	262	244	258		255
Other Feed and Blending Stocks	18	27	43	30	30	39	42	38		39
Total	297	287	316	207	277	301	286	296		294
Percentage Utilization	92%	86%	90%	58%	81%	86%	80%	84%		83%
Equity Affiliates -- Net Share -- International*										
Crude Oil	119	127	127	130	126	134	132	129		132
Other Feed and Blending Stocks	4	6	4	3	4	2	3	5		3

Total	123	133	131	133	130	136	135	134	135
Percentage Utilization	88%	93%	93%	94%	92%	98%	97%	95%	97%

* Represents 18.75 percent interest in a refinery complex at Karlsruhe, Germany; 16.33 percent interest in two refineries in Kralupy and Litvinov, Czech Republic; and 47 percent interest in a refinery at Melaka, Malaysia.

Worldwide -- Including Net Share of Equity Affiliates

Crude Oil	2,268	2,444	2,367	2,311	2,348	2,404	2,504	2,470	2,460
Other Feed and Blending Stocks	213	215	188	257	218	236	230	223	229
Total	2,481	2,659	2,555	2,568	2,566	2,640	2,734	2,693	2,689
Percentage Utilization	88%	94%	91%	89%	90%	92%	96%	95%	94%

U.S. Petroleum Products Sales (MB/D)

Gasoline	1,375	1,461	1,417	1,478	1,433	1,331	1,381	1,398	1,370
Distillates	653	650	602	692	649	600	590	580	590
Aviation Fuel	231	259	268	172	232	164	164	197	176
Other	524	479	456	403	465	509	493	497	499
Total	2,783	2,849	2,743	2,745	2,780	2,604	2,628	2,672	2,635

Note: Pro forma information derived by summing the historical Phillips and Conoco data for the period indicated.