SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL											
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 [*] LEACH TIMOTHY A				er Name and Ticke NOCOPHILL				tionship of Reportin all applicable) Director	g Person(s) to Is 10% (
(Last)	(First)	(Middle)		e of Earliest Transa /2023	ction (Month/	Day/Year)		Officer (give title below)	Other below	(specify)	
16930 PARK ROW DR.				mendment, Date of	Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)							X	Form filed by One	e Reporting Pers	on	
HOUSTON	ТХ	77084						Form filed by Mor Person	e than One Rep	orting	
(City)	(State)	(Zip)	Rule	e 10b5-1(c)	Transact	on 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.							
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Securit	ty (Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A)	or	5. Amount of	6. Ownership	7. Nature	

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		Insaction Disposed Of (D) (Instr. 3, 4 and 5) de (Instr.		Securities Beneficially	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	Transaction(s) (Instr. 3 and 4)		(instr. 4)
Common Stock	11/30/2023		М		263	Α	(1)	579,011	D	
Common Stock	11/30/2023		F		263	D	\$115.17	578,748	D	

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. Transa Code (8)		of Deri Seci Acq (A) o Disp of (E	osed)) tr. 3, 4	Expiration Date (Month/Day/Year) eed 3, 4		Amount of		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 Units	(2)	11/30/2023		М			263 ⁽³⁾	(4)	02/14/2026	Common Stock	263	\$0.00	6,779.5745 ⁽⁵⁾	D	

Explanation of Responses:

1. Each stock unit was the economic equivalent of one share of common stock.

2. The stock units represent ConocoPhillips common stock on a 1-for-1 basis.

3. Reflects partial lapsing of restrictions on the 2023 Executive RSU grant to cover FICA obligation and associated income taxes for retirement eligible employees.

4. The stock units grant settles 3 years from February 14, 2023, but may be eligible for full or partial early settlement upon termination of employment after attainment of age 55 with five years of service, layoff, death or disability, or a change of control.

5. Includes units acquired through routine dividend transactions that are exempt under rule 16a-11.

Remarks:

Whitney A. Cox, Attorney in Fact (by Power of Attorney filed with the Commission on January 20, 2021) ** Signature of Reporting Person

12/04/2023

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.