

<b>OMB APPROVAL</b>	
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**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

1. Name and Address of Reporting Person* <u>DUNHAM ARCHIE W</u>  (Last) (First) (Middle) 600 NORTH DAIRY ASHFORD  (Street) HOUSTON TX 77079  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONOCOPHILLIPS [ COP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2003	
		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	12/10/2003		M		22,754	A	\$20.5	94,666	D	
Common Stock	12/10/2003		F		22,754	D	\$59.91	71,912	D	
Common Stock								22,716	I	See footnote <sup>(1)</sup>
Common Stock								306	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
Stock Options (right to buy)	\$20.5	12/10/2003		M		66,826		11/05/1998	03/03/2004	Common Stock <sup>(2)</sup>	66,826	\$0	0	D	
Stock Units	<sup>(3)</sup>	12/10/2003		M		44,072		<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	44,072	\$20.5	253,951 <sup>(5)</sup>	D	

**Explanation of Responses:**

- The shares are held by Dunham Management Trust, a revocable grantor trust.
- The reporting person elected to defer receipt of 44,072 shares of common stock issuable upon exercise of his option, resulting in the accrual to his account of 44,072 stock units.
- 1-for-1
- The stock units become payable, at the election of the executive officer, upon the earlier of (i) retirement or (ii) a date in the future designated by the executive officer.
- This amendment is being filed to correct the number of stock units owned by the reporting person from 253,963 to 253,951 following the reported transaction. The difference was due to an error in calculation.

**Remarks:**

Michael A. Gist, Attorney-in-Fact (Power of Attorney filed with the Commission on 02/10/2004) 09/29/2004

\*\* 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.

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