

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Rose Kelly Brunetti</u>			2. Issuer Name and Ticker or Trading Symbol <u>CONOCOPHILLIPS [ COP ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>SVP &amp; General Counsel</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>16930 PARK ROW DR.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>HOUSTON TX</u>	<u>77084</u>	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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.					
(City)	(State)	(Zip)						

**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	11/30/2023		M		879	A	(1)	11,230	D	
Common Stock	11/30/2023		M		452	A	(1)	11,682	D	
Common Stock	11/30/2023		M		365	A	(1)	12,047	D	
Common Stock	11/30/2023		F		1,696	D	\$115.17	10,351	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. 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					
Stock Units	(2)	11/30/2023		M		879 <sup>(3)</sup>	(4)	02/09/2024	Common Stock	879	\$0.00	22,674.4301 <sup>(5)</sup>	D	
Stock Units	(2)	11/30/2023		M		452 <sup>(6)</sup>	(7)	02/08/2025	Common Stock	452	\$0.00	11,658.9527 <sup>(5)</sup>	D	
Stock Units	(2)	11/30/2023		M		365 <sup>(8)</sup>	(9)	02/14/2026	Common Stock	365	\$0.00	9,396.7194 <sup>(5)</sup>	D	

**Explanation of Responses:**

- Each stock unit was the economic equivalent of one share of common stock.
- The stock units represent ConocoPhillips common stock on a 1-for-1 basis.
- Reflects partial lapsing of restrictions on the 2021 Executive RSU grant to cover FICA obligation and associated income taxes for retirement eligible employees.
- The stock units grant settles 3 years from February 9, 2021, subject to earlier or partial settlement upon termination of employment after attainment of age 55 with five years of service, layoff, death or disability, or a change in control.
- Includes dividend equivalent units acquired through routine transactions that are exempt under rule 16a-11.
- Reflects partial lapsing of restrictions on the 2022 Executive RSU grant to cover FICA obligation and associated income taxes for retirement eligible employees.
- The stock units grant settles 3 years from February 8, 2022, subject to earlier or partial settlement upon termination of employment after attainment of age 55 with five years of service, layoff, death or disability, or a change in control.
- Reflects partial lapsing of restrictions on the 2023 Executive RSU grant to cover FICA obligation and associated income taxes for retirement eligible employees.
- The stock units grant settles 3 years from February 14, 2023, subject to earlier or partial settlement upon termination of employment after attainment of age 55 with five years of service, layoff, death or disability, or a change in control.

**Remarks:**

Whitney A. Cox, Attorney in Fact (by Power of Attorney, filed with the Commission on November 8, 2022) 12/04/2023

\*\* 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.

