
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 3
TO**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ConocoPhillips

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

01-0562944

(I.R.S. Employer
Identification No.)

**600 North Dairy Ashford
Houston, Texas**

(Address of Principal Executive Offices)

77079

(Zip Code)

**2004 Omnibus Stock and Performance Incentive Plan of ConocoPhillips
ConocoPhillips Savings Plan
ConocoPhillips Store Savings Plan
(Full title of the plans)**

**Janet Langford Kelly
Senior Vice President, Legal,
General Counsel and Corporate Secretary
600 North Dairy Ashford
Houston, Texas 77079**

(Name and address of agent for service)

(281) 293-1000

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-Accelerated filer

Smaller reporting company
(do not check if a smaller reporting company)

EXPLANATORY NOTE

ConocoPhillips (the “Registrant”) filed (i) a Registration Statement on Form S-8 on June 4, 2004 (Registration No. 333-116216) (the “Registration Statement”); (ii) a Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 on April 26, 2005; and (iii) a Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 on May 18, 2009; to register shares of the Registrant’s common stock, par value \$.01 per share (the “Common Stock”), for issuance pursuant to the 2004 Omnibus Stock and Performance Incentive Plan of ConocoPhillips, the ConocoPhillips Savings Plan, and the ConocoPhillips Store Savings Plan.

Since the filing of the Registration Statement, the ConocoPhillips Store Savings Plan has been merged with and into the ConocoPhillips Savings Plan. As a result, the ConocoPhillips Store Savings Plan is no longer in existence and annual reports will no longer be filed for such plan. Annual reports will continue to be filed for the ConocoPhillips Savings Plan, the successor plan to the ConocoPhillips Store Savings Plan.

In accordance with the undertaking contained in the Registration Statement pursuant to Item 512 of Regulation S-K, this Post-Effective Amendment No. 3 to the Registration Statement is being filed to deregister and remove all of the previously registered shares of Common Stock issuable under the ConocoPhillips Store Savings Plan that remain unissued and unsold under the Registration Statement as of the date hereof. The Registration Statement otherwise continues in effect as to the shares of Common Stock remaining available for offer or sale under the 2004 Omnibus Stock and Performance Incentive Plan and the ConocoPhillips Savings Plan pursuant to the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 23, 2010.

CONOCOPHILLIPS

By: _____
Sigmund L. Cornelius
Senior Vice President, Finance
and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement has been signed below by the following persons in the capacities indicated on June 23, 2010.

SIGNATURE	TITLE
_____ * James J. Mulva	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)
_____ * Sigmund L. Cornelius	Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)
_____ * Glenda M. Schwarz	Vice President and Controller (Principal Accounting Officer)

SIGNATURE

TITLE

*

Richard L. Armitage

Director

*

Richard H. Auchinleck

Director

*

James E. Copeland, Jr.

Director

*

Kenneth M. Duberstein

Director

*

Ruth R. Harkin

Director

*

Harold W. McGraw III

Director

/s/ Robert A. Niblock

Robert A. Niblock

Director

*

Harald J. Norvik

Director

*

William K. Reilly

Director

*

Bobby S. Shackouls

Director

*

Victoria J. Tschinkel

Director

*

Kathryn C. Turner

Director

*

William E. Wade, Jr.

Director

* By: /s/ Janet Langford Kelly

Janet Langford Kelly

Attorney-in-Fact

ConocoPhillips Savings Plan and ConocoPhillips Store Savings Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the ConocoPhillips Store Savings Plan) have duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on behalf of the ConocoPhillips Savings Plan and the ConocoPhillips Store Savings Plan by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 23, 2010.

CONOCOPHILLIPS SAVINGS PLAN
CONOCOPHILLIPS STORE SAVINGS PLAN
(Plan)

By: /s/ Frances M. Vallejo

Name: Frances M. Vallejo

Title: Administrator

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Document Description</u>
24.1	— Powers of Attorney (included on the signature page to Post Effective Amendment No. 2 to the Registration Statement filed on May 18, 2009 (File No. 333-116216)).
24.2*	— Power of Attorney, dated June 23, 2010, for Mr. Robert A. Niblock

* Filed herewith

POWER OF ATTORNEY

The undersigned appoints Sigmund L. Cornelius, Janet Langford Kelly and Carin S. Knickel, and each of them, severally, as his true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him and in his name, place and stead in his capacity as a director of ConocoPhillips, to sign any and all amendments (including post-effective amendments) to this registration statement and all documents or instruments necessary or appropriate to enable ConocoPhillips to comply with the Securities Act of 1933, as amended, and to file the same with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in his name and on his behalf each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ Robert A. Niblock

Robert A. Niblock

Director