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* LUNDQUIST ANDREW D (Last) (First) (Middle) 16930 PARK ROW DR.						r Name <b>and</b> Tick <u> OCOPHIL1</u> of Earliest Trans 2022	]			all applicable) Director Officer (give below)	title	Person(s) to Iss 10% O Other ( below) President	wner			
(Street) HOUST( (City)		X tate)	4. If Amendment, Date of Original Filed (Month/Day/Year)								<ul> <li>Individual or Joint/Group Filing (Check Applicable ine)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
1. Title of Security (Instr. 3) 2. Transa Date (Month/D					ay/Year)	2A. Deemed Execution Date, if any (Month/Day/Yea	Code	action (Instr.	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)			nd	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		. Ownership Form: Direct D) or Indirect I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
						Code V A		Amount	(A) or (D)	Price	. I					
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of 2. 3. Transaction 3A. Deemed 4 Derivative Conversion Date Execution Date, T			ransaction	5. Number of	6. Date Exercisable and Expiration Date of Securiti						umber o vative	of 10. Ownership	11. Nature of Indirect			

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. 5. Numb Transaction Code (Instr. 8) Securitie Acquires (A) or Dispose of (D) (In 3, 4 and		ed ed nstr.	6. Date Exerc Expiration Da (Month/Day/)	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	Amount or Number of Shares				
Stock Units	(1)	02/08/2022		Α		4,369		(2)	(2)	Common Stock	4,369	\$0.00	4,369	D	
Stock Units	(1)	02/08/2022		A		16,558		(3)	(3)	Common Stock	16,558	\$0.00	16,558	D	

## Explanation of Responses:

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

2. The stock unit grant settles 3 years from date of grant, 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.

3. The stock units will be forfeited if the reporting person separates from service prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination of employment as a result of layoff; (b) termination of employment after attainment of age 55 with five years of service; (c) termination of employment due to death or total disability; (d) termination of employment following a change in control; or (e) February 20, 2022. During the escrow period, the reporting person may not dispose of the stock units. The stock units will be settled in cash on the later of (a) the end of the escrow period or (b) the earlier of (i) death; (ii) February 20, 2022; or (iii) six months after separation from service in which case the stock units will be settled in cash based on the fair market value of the units on that date. The reporting person may also elect to defer all or part of the settlement value of the units to a later date.

## Remarks:

Shannon B. Kinney (by Power<br/>of Attorney filed with the<br/>Commission on February 13,02/12018)

02/10/2022

\*\* 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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