

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>BERNEY RAND C</b>  (Last) (First) (Middle) <b>600 NORTH DAIRY ASHFORD</b>  (Street) <b>HOUSTON TX 77079</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CONOCOPHILLIPS [ COP ]</b>	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) <b>VP and Controller</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/15/2005</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	08/15/2005		M		6,824	A	\$17.38	31,986 <sup>(1)</sup>	D	
Common Stock	08/15/2005		M		4,986	A	\$22.88	36,972	D	
Common Stock	08/15/2005		M		614	A	\$21.88	37,586	D	
Common Stock	08/15/2005		M		300	A	\$25.13	37,886	D	
Common Stock	08/15/2005		F		3,837	D	\$66.08	34,049	D	
Common Stock	08/15/2005		I		13,642	D	\$65.98	10,105 <sup>(2)</sup>	I	By ConocoPhillips Savings Plan
Common Stock	08/15/2005		I		9,127	D	\$65.74	978	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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (right to buy)	\$17.38	08/15/2005		M		6,824	03/12/2002	01/08/2006	Common Stock	6,824	\$0	0	D	
Stock Options (right to buy)	\$22.88	08/15/2005		M		4,986	03/12/2002	01/13/2007	Common Stock	4,986	\$0	0	D	
Stock Options (right to buy)	\$21.88	08/15/2005		M		614	03/12/2002	02/09/2007	Common Stock	614	\$0	0	D	
Stock Options (right to buy)	\$25.13	08/15/2005		M		300	03/12/2002	12/08/2007	Common Stock	300	\$0	0	D	

**Explanation of Responses:**

- On June 1, 2005, the issuer declared a stock dividend, payable to all holders of record of common stock on May 16, 2005, of one share of common stock for each share of common stock outstanding. As a result, the total number of shares of common stock held by the reporting person as of the date of the transaction reported herein reflects the stock dividend.
- On June 1, 2005, the issuer declared a stock dividend, payable to all holders of record of common stock on May 16, 2005, of one share of common stock for each share of common stock outstanding. As a result, the total number of shares of common stock held by the reporting person through the ConocoPhillips Savings Plan as of the date of the transaction reported herein reflects the stock dividend.

**Remarks:**

[Michael A. Gist, Attorney-in-Fact \(Power of Attorney filed with the Commission on 02/10/2004\)](#) [08/17/2005](#)

\*\* 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.**