SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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*
 	
 DUNHAM ARCHIE W
 	
 (Last) (First) (Middle)
 600 NORTH DAIRY ASHFORD
 	
 (Street)
 HOUSTON TX 77079
 (City) (State) (Zip)
	2. Issuer Name **and** Ticker or Trading Symbol
	 CONOCOPHILLIPS [COP]
	
	 3. Date of Earliest Transaction (Month/Day/Year)
	 07/15/2004
	
	 4. If Amendment, Date of Original Filed (Month/Day/Year)
		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		
		 X Director 10% Owner
		 X Officer (give title below) Other (specify below)
		
		        Chairman
		
		 6. Individual or Joint/Group Filing (Check Applicable Line)
		 X Form filed by One Reporting Person
		   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			
Restricted Stock	07/15/2004[1]		A[2]		85,214	A	$0	181,884	D	
Common Stock								22,938	I	See footnote[3]
Common Stock								341	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	Amount or Number of Shares				

Explanation of Responses:

1. The transaction date is the date on which the final action of the Issuer's Board of Directors necessary to authorize the transaction occurred.

2. Represents payouts under the Performance Share Plan for Performance Periods I and II on a prorated basis reflecting the number of months of employment relative to the three-year plan periods, performance to date and recognition of other contributions to the Company. Delivery will not occur prior to the reporting person's retirement date of October 1, 2004.

3. The shares are held by Dunham Management Trust, a revocable grantor trust.

Remarks:

Michael A. Gist, Attorney-in-Fact (Power of Attorney filed with the Commission on 02/10/2004)   07/19/2004

** Signature of Reporting Person   Date