SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPRC	VAL
OMB Number:	3235-0287
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hours per response:	0.5

1. Name and Address of Reporting reison			2. Issuer Name and Ticker or Trading Symbol CONOCOPHILLIPS [COP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
DUNHAM ARCHIE W				X X	Director	10% Owner			
(Last) (First) (Middle) 600 NORTH DAIRY ASHFORD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Officer (give title below)	Other (specify below)			
		. ,	07/15/2004	Chairman					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicable			
HOUSTON	TX	77079		X	Form filed by One Report	ing Person			
(City)	(State)	(Zip)			Form filed by More than C Person	One Reporting			

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. Transa Code (8)		Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Restricted Stock	07/15/2004 ⁽¹⁾		A ⁽²⁾		85,214	A	\$ <mark>0</mark>	181,884	D		
Common Stock								22,938	Ι	See footnote ⁽³⁾	
Common Stock								341	Ι	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. Transa Code (8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/Y	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			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)0

07/19/2004

** 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.