

**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* <u>Sheets Jeffrey Wayne</u>  (Last) (First) (Middle) <u>600 NORTH DAIRY ASHFORD</u>  (Street) <u>HOUSTON TX 77079</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONOCOPHILLIPS [ COP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  X <b>EVP and CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/08/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	10/08/2015		M		2,769	A	(1)	24,636	D	
Common Stock								24,687.616 <sup>(2)</sup>	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
Stock Units	(1)	10/08/2015		M		2,769	(3)	(4)		Common Stock	2,769	\$0.00	8,310	D	

**Explanation of Responses:**

- The stock units convert to ConocoPhillips common stock on a 1-for-1 basis.
- Includes units acquired through routine dividend transactions that are exempt under rule 16a-11.
- The units will be forfeited if the holder separates from service prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination as a result of layoff; (b) termination after attainment of age 55 with five years of service; (c) termination due to death or disability; or (d) termination following a change in control. During the escrow period, the holder may not dispose of the units. The units will convert to common stock on the later of (a) the end of the escrow period or (b) the earlier of death or six months after separation from service. The holder may elect to defer conversion of the units. The units allow for the holder, after attaining age 55, to indicate a preference to request that the Human Resources and Compensation Committee either (a) continue the restrictions on the units; (b) lapse the restrictions and deliver common stock; or (c) cancel the units and create an account of the value in the Company's deferred compensation plan.
- The stock units do not have an expiration date.

**Remarks:**

Shannon B. Kinney (by Power of Attorney filed with the Commission on February 7, 2013) 10/13/2015

\*\* 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.