# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5           |
| obligations may continue. See          |
| notruction 1/h)                        |

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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 ar   |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol CONOCOPHILLIPS [ COP ] |  |    |   |  |  |                                 |  |                     |                  | k all appl   | icable)                           | g Per  | rson(s) to Iss<br>10% Ov  |  |  |  |   |
|--|--|---|--|----|---|--|--|---------------------------------|--|---------------------|------------------|--|-----------------------------------|--|---|--|--|--|---|
| (Last) (First) (Middle) 600 NORTH DAIRY ASHFORD ROAD   |  |   |  |    | 3. Date of Earliest Transaction (Month/Day/Year) 11/30/2017 |  |  |                                 |  |                     |                  |  |                                   |  | Officer (give title below)  |  |  | Other (s<br>below)   | specify   |
| (Street) HOUSTON TX 77079  |  |   | 77079  |    | 4. If A   | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |                                 |  |                     |                  |  |                                   |  | Individual or Joint/Group Filing (Check Applicable ne)  X Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |   |
| (City)   | (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |  |    |   |  |  |                                 |  |                     |                  |  |                                   |  |   |  |  |  |   |
| 1. Title of Security (Instr. 3)  2. Trans Date (Month/   |  |   |  |    |   | r) Ex  | A. Deemed<br>xecution Date,<br>any<br>//onth/Day/Year                            |                                 | Code (I  | ction<br>nstr.<br>V | Dispose          | rities Acquired (A) o<br>ed Of (D) (Instr. 3, 4<br>t (A) or Prid                 |                                   | and  | 5. Amou<br>Securiti<br>Benefic<br>Owned<br>Reporte<br>Transac<br>(Instr. 3  | es Form (D) of (I) |  | n: Direct<br>or Indirect<br>nstr. 4)                               | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |   |  |    |   |  |  |                                 |  |                     |                  |  |                                   |  |   |  |  |  |   |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security                                  | 3. Transaction<br>Date<br>(Month/Day/Year)                                | 3A. Deemed<br>Execution Dat<br>if any<br>(Month/Day/Yo | Co | Transactio  |  | 5. Nu<br>of<br>Deriv<br>Secu<br>Acqu<br>(A) or<br>Dispo<br>of (D)<br>(Instrand 5 | ative<br>rities<br>ired<br>osed | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                     |                  | 7. Title an<br>Amount o<br>Securities<br>Underlyin<br>Derivative<br>(Instr. 3 an | De<br>Se<br>(Ir                   | Price of<br>erivative<br>ecurity<br>nstr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4)                |  | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |
|  |  |   |  | Co | ode \   | v  | (A)  | (D)                             | Date<br>Exercisable  |                     | cpiration<br>ate | Title  | Amou<br>or<br>Numb<br>of<br>Share | er   |   |  |  |  |   |
| Stock<br>Units   | (1)  | 11/30/2017  |  |    | A   |  | 228  |                                 | (2)  |                     | (2)              | Common<br>Stock  | 228                               | }  | \$51.215  | 39,831.166   | 5 <sup>(3)</sup>   | D  |   |

# **Explanation of Responses:**

- 1. The stock units convert to Conoco Phillips common stock on a 1-for-1 basis.
- 2. The reporting person has elected to receive payment in five annual installments beginning six months following his separation from service, which election may be changed by the reporting person to provide for an alternative schedule of deferred payments
- 3. Includes units acquired through routine dividend transactions that are exempt under rule 16a-11.

## Remarks:

See attached footnotes page.

Anna Jones, Attorney in Fact (by Power of Attorney filed on 12/04/2017 August 2, 2017)

\*\* Signature of Reporting Person

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.