

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>LIMBACHER RANDY L</u> (Last) (First) (Middle) 600 NORTH DAIRY ASHFORD (Street) HOUSTON TX 77079 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec VP-Exploration&Production</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2007</u>	
		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	05/07/2007		M		50,488	A	\$30.65	163,991	D	
Common Stock	05/07/2007		S		5,400	D	\$69.5	158,591	D	
Common Stock	05/07/2007		S		1,700	D	\$69.51	156,891	D	
Common Stock	05/07/2007		S		900	D	\$69.52	155,991	D	
Common Stock	05/07/2007		S		1,000	D	\$69.53	154,991	D	
Common Stock	05/07/2007		S		2,800	D	\$69.54	152,191	D	
Common Stock	05/07/2007		S		2,200	D	\$69.55	149,991	D	
Common Stock	05/07/2007		S		2,000	D	\$69.56	147,991	D	
Common Stock	05/07/2007		S		4,300	D	\$69.57	143,691	D	
Common Stock	05/07/2007		S		1,900	D	\$69.58	141,791	D	
Common Stock	05/07/2007		S		600	D	\$69.59	141,191	D	
Common Stock	05/07/2007		S		2,900	D	\$69.6	138,291	D	
Common Stock	05/07/2007		S		1,500	D	\$69.61	136,791	D	
Common Stock	05/07/2007		S		1,600	D	\$69.62	135,191	D	
Common Stock	05/07/2007		S		500	D	\$69.63	134,691	D	
Common Stock	05/07/2007		S		800	D	\$69.64	133,891	D	
Common Stock	05/07/2007		S		200	D	\$69.65	133,691	D	
Common Stock	05/07/2007		S		900	D	\$69.67	132,791	D	
Common Stock	05/07/2007		S		100	D	\$69.72	132,691	D	
Common Stock	05/07/2007		S		300	D	\$69.73	132,391	D	
Common Stock	05/07/2007		S		400	D	\$69.75	131,991	D	
Common Stock	05/07/2007		S		1,500	D	\$69.76	130,491	D	
Common Stock	05/07/2007		S		1,200	D	\$69.77	129,291	D	
Common Stock	05/07/2007		S		300	D	\$69.79	128,991	D	
Common Stock	05/07/2007		S		400	D	\$69.85	128,591	D	
Common Stock	05/07/2007		S		400	D	\$69.86	128,191	D	
Common Stock	05/07/2007		S		100	D	\$69.87	128,091	D	
Common Stock	05/07/2007		S		100	D	\$69.88	127,991	D	
Common Stock	05/07/2007		S		200	D	\$69.89	127,791 ⁽¹⁾	D	

**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				
Stock Options (right to buy)	\$30.65	05/07/2007		M			3,173	(2)	01/25/2015	Common Stock	3,173	\$0	0	D	
Stock Options (right to buy)	\$30.65	05/07/2007		M			22,071	(2)	01/26/2015	Common Stock	22,071	\$0	0	D	
Stock Options (right to buy)	\$30.65	05/07/2007		M			25,244	(2)	01/26/2015	Common Stock	25,244	\$0	0	D	

Explanation of Responses:

- The electronic filing system limits the number of rows in this table. Table I of this report is continued on the second Form 4 dated May 7, 2007.
- These options were immediately exercisable at the time of the merger of Burlington Resources into and with a subsidiary of ConocoPhillips on March 31, 2006.

Remarks:

Nathan Murphy, attorney-in-fact (Power of Attorney filed with the Commission on 08/29/2006) 05/09/2007

** 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.