

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

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

1. Name and Address of Reporting Person* <u>Lance Ryan Michael</u>			2. Issuer Name and Ticker or Trading Symbol <u>CONOCOPHILLIPS [ COP ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/06/2021</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
<u>16930 PARK ROW DR.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	<u>HOUSTON TX</u>	<u>77084</u>				
(City)	(State)	(Zip)				

**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	10/06/2021		M		1,167	A	(1)	45,858	D	
Common Stock	10/06/2021		F		497 <sup>(2)</sup>	D	\$70.95	45,361	D	
Common Stock								49,822	I	By Lance Family Trust
Common Stock								17,052.47 <sup>(3)</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	(4)	10/06/2021		M		1,167		10/06/2021 <sup>(5)</sup>	(6)	Common Stock	1,167	\$70.95	1,168	D	

**Explanation of Responses:**

- Each stock unit was the economic equivalent of one share of common stock and settled in shares.
- Includes Federal Tax withholding resulting from lapsing 1,167 Restricted Stock Units and 169 shares of Restricted Stock. The Human Resources and Compensation Committee ("HRCC") customarily reviews such requests to lapse restrictions after (1) the employee has reached age 55 and (2) the request has aged approximately one year. Only equity awards earned and vested prior to 2005 are subject to this review. The HRCC approved the request on October 6, 2021.
- Includes units acquired through routine dividend transactions that are exempt under rule 16a-11 and through a qualified plan that are exempt under rule 16a-3.
- The stock units represent ConocoPhillips common stock on a 1-for-1 basis.
- On October 6, 2021, the HRCC approved a request of Mr. Lance to receive 100% of his restricted stock/units in shares. The HRCC customarily reviews such requests after (1) the employee has reached age 55 and (2) the request has aged approximately one year. Only equity awards earned and vested prior to 2005 are subject to this review.
- The stock units do not have an expiration date.

**Remarks:**

Shannon B. Kinney (by Power of Attorney filed with the Commission on February 15, 2018) 10/07/2021

\*\* 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.