

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed 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 and Address of Reporting Person* <u>Bullock William L. Jr.</u>	2. Date of Event Requiring Statement (Month/Day/Year) 02/15/2019	3. Issuer Name and Ticker or Trading Symbol <u>CONOCOPHILLIPS [COP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> Officer (give title below) <u>President</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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
(Last) (First) (Middle) <u>16930 PARK ROW DR.</u>			
(Street) <u>HOUSTON TX 77084</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	17,358	D	
Common Stock	4,430.02 ⁽¹⁾	I	By ConocoPhillips Savings Plan
Common Stock	133	I	By William L. Bullock Family Trust ⁽²⁾
Common Stock	133	I	By Mother ⁽³⁾

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Stock	(4)	(4)	Common Stock	1,179.945	(5)	D	
Stock Options (Right to Buy)	(6)	02/12/2020	Common Stock	25,628	36.9	D	
Stock Options (Right to Buy)	(7)	02/10/2021	Common Stock	20,546	53.47	D	
Stock Options (Right to Buy)	(8)	02/09/2022	Common Stock	24,441	54.8	D	
Stock Options (Right to Buy)	(9)	02/05/2023	Common Stock	37,600	58.0775	D	
Stock Options (Right to Buy)	(10)	02/18/2024	Common Stock	39,500	65.463	D	
Stock Options (Right to Buy)	(11)	02/17/2025	Common Stock	45,200	69.245	D	
Stock Options (Right to Buy)	(12)	02/16/2026	Common Stock	81,000	33.125	D	
Stock Options (Right to Buy)	(13)	02/14/2027	Common Stock	71,200	49.755	D	
Stock Units	(14)	(15)	Common Stock	3,936	(16)	D	
Stock Units	(14)	(15)	Common Stock	5,085	(16)	D	
Stock Units	(14)	(15)	Common Stock	6,328	(16)	D	
Stock Units	(14)	(15)	Common Stock	3,573	(16)	D	
Stock Units	(14)	(15)	Common Stock	1,891	(16)	D	
Stock Units	(14)	(15)	Common Stock	4,490	(16)	D	
Stock Units	(17)	(15)	Common Stock	8,034	(16)	D	
Stock Units	(18)	(15)	Common Stock	12,434	(16)	D	
Stock Units	(19)	(15)	Common Stock	57,800	(16)	D	
Stock Units	(20)	(15)	Common Stock	11,056.3049	(16)	D	
Stock Units	(20)	(15)	Common Stock	11,179	(16)	D	

Explanation of Responses:

1. Includes units acquired through routine dividend transactions that are exempt under rule 16a-11.

2. The reporting person holds a Power of Attorney for the trustee of the William L. Bullock Family Trust. The reporting person is among the beneficiaries of the trust. The reporting person disclaims beneficial ownership of the ConocoPhillips common stock held by the trust except to the extent of his pecuniary interest therein.
3. The reporting person is the guardian of his mother's estate and is among the beneficiaries of the estate. The reporting person disclaims beneficial ownership of his mother's shares to the extent he does not have a pecuniary interest in such shares.
4. The shares of phantom stock were acquired under a Defined Contribution Makeup Plan providing for settlement upon termination of employment, subject to possible deferred payment in certain circumstances. The reporting of this transaction is not an acknowledgment that is not an exempt transaction under an Excess Benefit Plan pursuant to rule 16b-3(c).
5. The shares of phantom stock convert to ConocoPhillips common stock on a 1-for-1 basis.
6. Vests in three equal annual installments beginning February 12, 2010.
7. Vests in three equal annual installments beginning February 10, 2011.
8. Vests in three equal annual installments beginning February 9, 2012.
9. Vests in three equal annual installments beginning February 5, 2013.
10. Vests in three equal annual installments beginning February 18, 2014.
11. Vests in three equal annual installments beginning February 17, 2015.
12. Vests in three equal annual installments beginning February 16, 2016.
13. Vests in three equal annual installments beginning February 14, 2017.
14. The stock units will be forfeited if the reporting person separates from service prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination of employment as a result of layoff; (b) termination of employment after attainment of age 55 with five years of service; (c) termination of employment due to death or total disability; or (d) termination of employment following a change in control. During the escrow period, the reporting person may not dispose of the stock units. The stock units will convert to common stock on the later of (a) the end of the escrow period or (b) the earlier of (i) death, (ii) February 18, 2019 or (iii) six months after separation from service in which case the stock units will convert to common stock. The reporting person may also elect to defer conversion of stock units until a later date.
15. The stock units do not have an expiration date.
16. The stock units represent ConocoPhillips common stock on a 1-for-1 basis.
17. The stock units will be forfeited if the reporting person separates from service prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination of employment as a result of layoff; (b) termination of employment after attainment of age 55 with five years of service; (c) termination of employment due to death or total disability; (d) termination of employment following a change in control; or (e) February 18, 2019. During the escrow period, the reporting person may not dispose of the stock units. The stock units will be settled in cash on the later of (a) the end of the escrow period or (b) the earlier of (i) death, (ii) February 18, 2019 or (iii) six months after separation from service in which case the stock units will be settled in cash based on the fair market value of the units on that date. The reporting person may also elect to defer settlement of stock units until a later date.
18. The stock units will be forfeited if the reporting person separates from service prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination of employment as a result of layoff; (b) termination of employment after attainment of age 55 with five years of service; (c) termination of employment due to death or total disability; (d) termination of employment following a change in control; or (e) February 18, 2020. During the escrow period, the reporting person may not dispose of the stock units. The stock units will be settled in cash on the later of (a) the end of the escrow period or (b) the earlier of (i) death, (ii) February 18, 2020 or (iii) six months after separation from service in which case the stock units will be settled in cash based on the fair market value of the units on that date. The reporting person may also elect to defer settlement of stock units until a later date.
19. The stock units will be forfeited if the reporting person separates from service prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination of employment as a result of layoff; (b) termination of employment after attainment of age 55 with five years of service; (c) termination of employment due to death or total disability; (d) termination of employment following a change in control; or (e) February 19, 2019. During the escrow period, the reporting person may not dispose of the stock units. The stock units will be settled in cash on the later of (a) the end of the escrow period or (b) the earlier of (i) death, (ii) February 19, 2019 or (iii) six months after separation from service in which case the stock units will be settled in cash based on the fair market value of the units on that date. The reporting person may also elect to defer settlement of stock units until a later date.
20. Stock unit grant settles 3 years from date of grant, but may be eligible for full or partial settlement upon termination of employment after attainment of age 55 with five years of service, layoff, death or disability, or a change in control. The reporting person may also elect to defer all or part of the settlement value of the units to a later date.

Remarks:

Mary K. Ytterberg, Attorney In
Fact (by Power of Attorney) 02/20/2019
filed herewith)

** 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 5 (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.

POWER OF ATTORNEY

The undersigned, a person subject to ownership reporting pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and requirements pursuant to Rule 144 under the Securities Act of 1933, as amended (the "Securities Act"), in respect of the equity securities of ConocoPhillips, hereby makes, constitutes and appoints any of Shannon B. Kinney, Stephen D. Elison, and Mary K. Ytterberg my true and lawful attorney-in-fact with full power and authority:

(1) to prepare, execute in my name and on my behalf, and file with the U.S. Securities and Exchange Commission (the "SEC") any of the following forms which I may be required or permitted to file:

(A) Form ID and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Exchange Act or any rule or regulation of the SEC;

(B) Forms 3, 4 and 5 or any other reports or statements of beneficial ownership or changes of beneficial ownership necessary or appropriate under Section 16(a) of the Exchange Act; and

(C) Form 144, or any other notice of proposed sale of securities or other document necessary or appropriate under Rule 144 of the Securities Act.

(2) to do and perform any and all acts for and on my behalf which may be necessary or desirable to complete and execute any such Form ID, 3, 4, 5, or 144, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority.

I hereby revoke any previous power of attorney I may have given to any person to make and file such reports, statements and notices with respect to the equity securities of ConocoPhillips. This power of attorney shall remain in force for so long as I may be subject to reporting obligations under Section 16(a) of the Exchange Act or the requirements of Rule 144 under the Securities Act, unless earlier expressly revoked by me in writing and delivered to ConocoPhillips. Each of my attorneys-in-fact may at their sole discretion designate one or more substitute attorneys-in-fact to act in their place. I acknowledge that my attorneys-in-fact, in serving in this capacity at my request, are not assuming, nor is ConocoPhillips assuming, any of my responsibilities to comply with the Exchange Act, the Securities Act, or the rules and regulations thereunder.

/s/ William L. Bullock, Jr.
Name: William L. Bullock, Jr.
Date: February 5, 2019

STATE OF TEXAS
COUNTY OF HARRIS

On this 5th day of February, 2019, William L. Bullock, Jr. personally appeared before me, and acknowledged that he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

/s/ Carissa Cardy
Name: Carissa Cardy
My Commission Expires: July 18, 2019