

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
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1. Name and Address of Reporting Person* <u>Fox Matthew J</u> (Last) (First) (Middle) <u>600 NORTH DAIRY ASHFORD</u> (Street) <u>HOUSTON TX 77079</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/30/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>CONOCOPHILLIPS [COP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Executive Vice President</u></p>	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 <input type="checkbox"/> Form filed by More than One Reporting Person

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)
<u>Common Stock</u>	<u>3,403.675</u>	<u>I</u>	<u>ConocoPhillips Savings Plan</u>

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				
<u>Phantom Stock</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>60,311</u>	<u>(2)</u>	<u>D</u>
<u>Employee Stock Option (Right to Buy)</u>	<u>(3)</u>	<u>02/09/2022</u>	<u>Common Stock</u>	<u>50,800</u>	<u>71.87</u>	<u>D</u>

Explanation of Responses:

- These shares of Phantom Stock vest in two equal installments on the fourth and fifth anniversaries of the date of grant, January 1, 2012.
- The shares of Phantom Stock convert to ConocoPhillips common stock on a 1-for-1 basis.
- The stock options become exercisable in three equal annual installments beginning on February 9, 2013.

Nathan P. Murphy, Attorney-In-Fact

05/08/2012

** 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"),

(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 whi

(A) Form ID and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic fi

(B) Forms 3, 4 and 5 or any other reports or statements of beneficial ownership or changes of beneficial ownership necessary or appropri

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

(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 14

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 equit

/s/ Matthew J. Fox
Matthew J. Fox

Date: May 3, 2012