

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	
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1. Name and Address of Reporting Person * <u>BERNEY RAND C</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) VP and Controller
	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2007	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/11/2007		M		5,468	A	\$21.68	39,517	D	
Common Stock	05/11/2007		M		7,800	A	\$23.15	47,317	D	
Common Stock	05/11/2007		M		17,600	A	\$23.44	64,917	D	
Common Stock	05/11/2007		F		2,504	D	\$69.98	62,413	D	
Common Stock	05/11/2007		S		20,000	D	\$70.37	42,413	D	
Common Stock	05/11/2007		S		700	D	\$70.38	41,713	D	
Common Stock	05/11/2007		S		2,254	D	\$70.39	39,549	D	
Common Stock								1,669	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 Options (right to buy)	\$21.68 ⁽¹⁾	05/11/2007		M			5,468	(2)	01/12/2008	Common Stock	5,468	\$0	0	D	
Stock Options (right to buy)	\$23.44 ⁽¹⁾	05/11/2007		M			7,800	(2)	10/12/2008	Common Stock	7,800	\$0	0	D	
Stock Options (right to buy)	\$23.44 ⁽¹⁾	05/11/2007		M			17,600	(2)	10/11/2009	Common Stock	17,600	\$0	0	D	

Explanation of Responses:

- On June 1, 2005, the common stock of the issuer split on a 2-for-1 basis by means of a 100% stock dividend payable to stockholders of record as of May 16, 2005. As a result, the exercise price and the number of shares that may be acquired upon exercise of the stock options as of the date of the transactions reported herein reflects the stock split.
- The stock options became immediately exercisable upon the approval by the stockholders of Phillips Petroleum Company of the merger with Conoco Inc. at the special meeting of Phillips stockholders held on March 12, 2002.

Remarks:

Nathan Murphy, Attorney-in-Fact (Power of Attorney filed with the Commission on 05/15/2007 01/22/07)

** Signature of Reporting Person Date

* 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.

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