

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>TSCHINKEL VICTORIA J</u> (Last) (First) (Middle) <u>600 NORTH DAIRY ASHFORD</u> (Street) <u>HOUSTON TX 77079</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/18/2011</u>	

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	11/18/2011		G		40	D	\$0	10,814.223	D	
Common Stock	12/15/2011		G		200	D	\$0	10,614.233	D	
Common Stock	01/17/2012		M		3,467	A	(1)	14,081.223	D	
Common Stock	01/17/2012		M		2,245	A	(1)	16,326.223	D	
Common Stock								12,820.873	I	See Footnote(2)
Common Stock								171	I	See Footnote(3)

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 Units	(1)	01/17/2012		M		3,467		01/17/2012	01/17/2012	Common Stock	3,467	(1)	0	D	
Stock Units	(1)	01/17/2012		M		2,245		01/17/2012	01/17/2012	Common Stock	2,245	(1)	0	D	
Stock Units	(4)	01/15/2012		A		2,413		(5)	(5)	Common Stock	2,413	\$70.47	2,413	D	

Explanation of Responses:

- On January 17, 2012, the restrictions on the shares of common stock lapsed and were delivered to an account in the name of the reporting person.
- These shares are held in a joint account with the reporting person's spouse.
- Indirectly owned shares held in daughter's name.
- The stock units convert to ConocoPhillips common stock on a 1-for-1 basis.
- The reporting person has elected to receive payment as a lump sum four years from the grant date, which election may be changed by the reporting person to provide for deferred payments.

Nathan P. Murphy, Attorney in Fact (By Power of Attorney, filed with the Commission on 02/16/2012 March 30, 2010)

** 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.