SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

	ress of Reporting		2. Issuer Name and Ticker or Trading Symbol <u>CONOCOPHILLIPS</u> [COP]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
JOERRES .	EFFREY A			X	Director	10% Owner			
(Last) (First) (Middle) 16930 PARK ROW DR.			3. Date of Earliest Transaction (Month/Day/Year) 01/15/2023		Officer (give title below)	Other (specify below)			
s			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) HOUSTON	TX 77084			X	Form filed by One Re	5			
(City)	(State)	(Zip)	—		Form filed by More than One Reporting Person				
	()		erivative Securities Acquired, Disposed of, or Bene	eficially	Owned				

1. Title of Security (Instr. 3)	 Execution Date, if any	3. Transa Code (8)	ction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(instr. 4)

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

(0.3., parts, carrier, opinions, control and community)															
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. Transa Code (8)	action of (Instr. Der		ities red sed 3, 4	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)	01/15/2023		Α		1,831		(2)	(2)	Common Stock	1,831	\$120.18	18,423.0402 ⁽³⁾	D	

Explanation of Responses:

1. The stock units convert to ConocoPhillips common stock on a 1-for-1 basis.

2. The reporting person has elected to receive payment as a lump sum six months following separation from service, which election may be changed by the reporting person to provide for an alternative schedule of deferred payments.

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

Remarks:

List of exhibits: Exhibit 24 - Power of Attorney

 Whitney A. Cox, Attorney in Fact (by Power of Attorney
 01/18/2023

 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 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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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, Whitney A. Cox, and Stephen D. Elison my true and lawful attorney-in-fact with full power and authority:

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:

(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 Act, or the rules and regulations thereunder.

/s/ Jeffrey A. Joerres Name: Jeffrey A. Joerres Date: February 9, 2022

STATE OF TEXAS COUNTY OF HARRIS

On this 9th day of February, 2022, Jeffrey A. Joerres 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/ Charlotte McLane Name: Charlotte McLane My Commission Expires: November 7, 2025