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SECURITIES AND EXCHANGE COMMISSION
       Washington, D.C. 20549
       Schedule 13G
       Under the Securities Exchange Act of 1934
        CONOCOPHILLIPS
        (Name of Issuer)
       Common Stock
        (Title of Class of Securities)
        20825C104
        (CUSIP Number)
       December 31, 2005
        (Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:
       Rule 13d-1(b)
*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class
of securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior page.
The information required in the remainder of this cover page shall not
be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that
section of the Act but shall be subject to all other provisions of the Act
(however, see the Notes).
CUSIP No. 20825C104
(1) Names of Reporting Persons.
       I.R.S. Identification Nos. of above persons (entities only).
       BARCLAYS GLOBAL INVESTORS, NA., 943112180
(2) Check the appropriate box if a member of a Group*
(a) / /
(b) /X/
(3) SEC Use Only
 ______
(4) Citizenship or Place of Organization
    U.S.A.
Number of Shares
                                               (5) Sole Voting Power
Beneficially Owned
                                                 50,738,566
by Each Reporting
Person With
                                                (6) Shared Voting Power
                                                (7) Sole Dispositive Power
                                                    59,735,708
                                                (8) Shared Dispositive Power
(9) Aggregate Amount Beneficially Owned by Each Reporting Person
      59,735,708
(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*
(11) Percent of Class Represented by Amount in Row (9)
      4.31%
(12) Type of Reporting Person*
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[X]

BK

CUSIP No. 2	20825C104 			
(1) Names of Rep I.R.S. Ic	porting Persons. Hentification Nos. of above per	sons (entities only).		
BARCLAYS	GLOBAL FUND ADVISORS			
(2) Check the app (a) // (b) /X/	propriate box if a member of a	Group*		
(3) SEC Use Only				
(4) Citizenship or Place of Organization U.S.A.				
Number of Shares Beneficially Owne by Each Reporting	vned	(5) Sole Voting Power 7,547,474		
Person With		(6) Shared Voting Power		
		(7) Sole Dispositive Power 7,605,050		
		(8) Shared Dispositive Power		
(9) Aggregate Amo 7,605,050	ount Beneficially Owned by Each	Reporting Person		
(10) Check Box if	f the Aggregate Amount in Row (			
(11) Percent of Class Represented by Amount in Row (9) 0.55%				
(12) Type of Repo	orting Person*			
	20825C104 			
(1) Names of Reporting Persons.  I.R.S. Identification Nos. of above persons (entities only).				
BARCLAYS	GLOBAL INVESTORS, LTD			
(a) // (b) /X/	propriate box if a member of a	·		
(3) SEC Use Only				
(4) Citizenship o England	or Place of Organization			
Number of Shares Beneficially Owne	Owned	(5) Sole Voting Power 6,679,237		
by Each Reporting Person With		(6) Shared Voting Power		
		(7) Sole Dispositive Power 7,092,830		
		(8) Shared Dispositive Power		

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(9) Aggregate 7,092,83			
			in Row (9) Excludes Certain Shares*
			ount in Row (9)
(12) Type of F BK	Reporting Pe	erson*	
CUSIP No.			
		· 	
(1) Names of I.R.S.			bove persons (entities only).
			TRUST AND BANKING COMPANY LIMITED
(2) Check the (a) // (b) /X/		e box if a memb	·
(3) SEC Use Or			
(4) Citizenshi Japan	ip or Place	of Organizatio	
 Number of Shar Beneficially O	res		(5) Sole Voting Power
by Each Report Person With			(6) Shared Voting Power
			(7) Sole Dispositive Power
			(8) Shared Dispositive Power
 (9) Aggregate			
-  (10) Check Box	······································	gregate Amount	in Row (9) Excludes Certain Shares*
 (11) Percent c			in Row (9) Excludes Certain Shares*ount in Row (9)
(11) Percent o	of Class Rep	presented by Am	
(11) Percent c 0.00%	of Class Rep	oresented by Am	ount in Row (9)
(11) Percent of 0.00%	of Class Rep Reporting Pe NAME OF I	oresented by Am erson*  ISSUER ILLIPS	ount in Row (9)
(11) Percent of 0.00%	DF Class Reporting Pe  NAME OF I CONOCOPHI  ADDRESS O 600 NORTH HOUSTON T	oresented by Am erson*  ISSUER ILLIPS OF ISSUER'S PRI H DAIRY ASHFORD	ount in Row (9)
(11) Percent of 0.00%	NAME OF I CONOCOPHI ADDRESS O 600 NORTH HOUSTON T	oresented by Am  erson*  ISSUER ILLIPS OF ISSUER'S PRI H DAIRY ASHFORD IX 77079  PERSON(S) FILIN	ount in Row (9)
(11) Percent of 0.00%  (12) Type of F  BK  ITEM 1(A).  ITEM 1(B).  ITEM 2(A).	DF Class Reporting Personal Repo	presented by Am  presen	Ount in Row (9)
(11) Percent of 0.00%  (12) Type of F  BK  ITEM 1(A).  ITEM 1(B).  ITEM 2(A).	DF Class Reporting Pe  NAME OF I CONOCOPHI  ADDRESS O 600 NORTH HOUSTON T  NAME OF P B ADDRESS O 4	Dresented by Am  Dresented by Am  Dresented by Am  Dresented by Am  DRESON*  DRESON*  DRESON(S) FILIN  DRESO	Ount in Row (9)
(11) Percent of 0.00%  (12) Type of F  BK  ITEM 1(A).  ITEM 1(B).  ITEM 2(A).  ITEM 2(B).	DF Class Reporting Personal Repo	Dresented by Am  Dresented by Am  Dresented by Am  Dresented by Am  DRESON*  DRESON*  DRESON(S) FILIN  DRESO	Ount in Row (9)  NCIPAL EXECUTIVE OFFICES ROAD  G INVESTORS, NA  SINESS OFFICE OR, IF NONE, RESIDENCE et ncisco, CA 94105

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13D-2(B), CHECK WHETHER THE PERSON FILING IS A
(a) // Broker or Dealer registered under Section 15 of the Act
       (15 U.S.C. 780).
(b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
(c) // Insurance Company as defined in section 3(a) (19) of the Act
       (15 U.S.C. 78c).
      Investment Company registered under section 8 of the Investment
(d) //
      Company Act of 1940 (15 U.S.C. 80a-8).
      Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
(e) //
(f) //
      Employee Benefit Plan or endowment fund in accordance with section
       240.13d-1(b)(1)(ii)(F).
(g) //
      Parent Holding Company or control person in accordance with section
       240.13d-1(b)(1)(ii)(G).
(h) // A savings association as defined in section 3(b) of the Federal Deposit
       Insurance Act (12 U.S.C. 1813).
(i) // A church plan that is excluded from the definition of an investment
      company under section 3(c)(14) of the Investment Company Act of 1940
       (15U.S.C. 80a-3).
      Group, in accordance with section 240.13d-1(b)(1)(ii)(J)
(j) //
             NAME OF ISSUER
ITEM 1(A).
      CONOCOPHILLIPS
ITEM 1(B).
           ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
             600 NORTH DAIRY ASHFORD ROAD
            HOUSTON TX 77079
ITEM 2(A). NAME OF PERSON(S) FILING
              BARCLAYS GLOBAL FUND ADVISORS
ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
                 45 Fremont Street
                            San Francisco, CA 94105
- ------
ITEM 2(C). CITIZENSHIP
ITEM 2(D). TITLE OF CLASS OF SECURITIES
              Common Stock
ITEM 2(E). CUSIP NUMBER
               20825C104
ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR
13D-2(B), CHECK WHETHER THE PERSON FILING IS A
(a) // Broker or Dealer registered under Section 15 of the Act
       (15 U.S.C. 780).
(b) // Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).(c) // Insurance Company as defined in section 3(a) (19) of the Act
       (15 U.S.C. 78c).
(d) //
      Investment Company registered under section 8 of the Investment
      Company Act of 1940 (15 U.S.C. 80a-8).
(e) /X/ Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
(f) // Employee Benefit Plan or endowment fund in accordance with section
       240.13d-1(b)(1)(ii)(F).
(g) // Parent Holding Company or control person in accordance with section
      240.13d-1(b)(1)(ii)(G).
(h) // A savings association as defined in section 3(b) of the Federal Deposit
      Insurance Act (12 U.S.C. 1813).
(i) //
      A church plan that is excluded from the definition of an investment
      company under section 3(c)(14) of the Investment Company Act of 1940
       (15U.S.C. 80a-3).
(j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)
             NAME OF ISSUER
ITEM 1(A).
             CONOCOPHILLIPS
ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
             600 NORTH DAIRY ASHFORD ROAD
             HOUSTON TX 77079
ITEM 2(A). NAME OF PERSON(S) FILING
               BARCLAYS GLOBAL INVESTORS, LTD
- -----
             ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
ITEM 2(B).
                      Murray House
                            1 Royal Mint Court
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LONDON, EC3N 4HH

IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR

ITEM 3.

ITEM 2(C). CITIZENSHIP England \_ \_\_\_\_\_ ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 20825C104 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 780). (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (e) // (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). A savings association as defined in section 3(b) of the Federal Deposit (h) // Insurance Act (12 U.S.C. 1813).
(i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) ITEM 1(A). NAME OF \_\_\_ CONOCOPHILLIPS ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 600 NORTH DAIRY ASHFORD ROAD HOUSTON TX 77079 ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan ITEM 2(C). CITIZENSHIP ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 20825C104 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR TTFM 3. 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 780). (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). Insurance Company as defined in section 3(a) (19) of the Act (c) // (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (e) // Employee Benefit Plan or endowment fund in accordance with section (f) // 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). A church plan that is excluded from the definition of an investment (i) // company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). Group, in accordance with section 240.13d-1(b)(1)(ii)(J)(j) // ITEM 4. OWNERSHIP

perc	entage	e of t	the class of securities of the issuer identified in Item 1.		
(a)	Amour	nt Ber	neficially Owned: 74,433,588		
(b) Percent of Class: 5.37%					
(c)			shares as to which such person has: sole power to vote or to direct the vote 64,965,277		
	(1	ii) s	shared power to vote or to direct the vote		
	(1	iii) s	sole power to dispose or to direct the disposition of 74,433,588		
	( :		nared power to dispose or to direct the disposition of		
If t the perc ITEM	his streport report ent of 6. OW The eccurity 7. II	tatementing profiled the where the shape conomited the secondary of the se	AIP OF FIVE PERCENT OR LESS OF A CLASS ent is being filed to report the fact that as of the date hereof person has ceased to be the beneficial owner of more than five class of securities, check the following. // HIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON ares reported are held by the company in trust accounts for the lic benefit of the beneficiaries of those accounts. See also 2(a) above. FICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED CURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY Not applicable FICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP Not applicable OF DISSOLUTION OF GROUP Not applicable		
ITEM	10.		CERTIFICATION		
			e following certification shall be included if the statement led pursuant to section 240.13d-1(b):		
			By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose		

as a participant in any transaction having that purpose or effect.

(b) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(c):

> By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

 January 31, 2006
Date
 Signature

Mei Lau Financial Reporting Manager -----Name/Title