

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 * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| DeSanctis Ellen | | | CONOCOPHILLIPS [COP] | | | Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice President | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| 16930 PARK ROW DR. | | | 02/11/2020 | | | | | |
| (Street) | (City) | (State) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| HOUSTON TX 77084 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | | | | | | |

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 | 02/13/2020 | | M | | 10,324 | A | (1) | 32,902 | D | |
| Common Stock | 02/13/2020 | | F | | 2,542 | D | \$59.025 | 30,360 | D | |
| Common Stock | 02/14/2020 | | S | | 7,782 | D | \$58.5543(2) | 22,578 | D | |
| Common Stock | 02/14/2020 | | M | | 34,100 | A | \$33.125 | 56,678 | D | |
| Common Stock | 02/14/2020 | | S | | 34,100 | D | \$58.5543(2) | 22,578 | D | |
| Common Stock | | | | | | | | 557.106(3) | 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 Units | (4) | 02/11/2020 | | A | | 7,968 | | (5) | (6) | Common Stock | 7,968 | \$0.00 | 7,968 | D | |
| Stock Units | (4) | 02/11/2020 | | A | | 26,595 | | (7) | (6) | Common Stock | 26,595 | \$0.00 | 26,595 | D | |
| Stock Units | (4) | 02/13/2020 | | M | | 10,324 | | (8) | (6) | Common Stock | 10,324 | \$0.00 | 0 | D | |
| Stock Options (Right to Buy) | \$33.125 | 02/14/2020 | | M | | 34,100 | | (9) | 02/16/2026 | Common Stock | 34,100 | \$0.00 | 32,000 | D | |

Explanation of Responses:

- Each stock unit was the economic equivalent of one share of common stock and settled in shares.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.49 to \$58.59, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges provided herein.
- Includes units acquired through routine dividend transactions that are exempt under rule 16b-3.
- The stock units represent ConocoPhillips common stock on a 1-for-1 basis.
- The stock unit grant settles 3 years from date of grant, but may be eligible for full or partial early settlement upon termination of employment after attainment of age 55 with five years of service, layoff, death or disability, or a change of control.
- The stock units do not have an expiration date.
- The stock units will be forfeited if the reporting person separates from service prior to the end of an escrow period ending on the earliest to occur of the following: (a) termination of employment as a result of layoff; (b) termination of employment after attainment of age 55 with five years of service; (c) termination of employment due to death or total disability; (d) termination of employment following a change in control; or (e) February 20, 2020. During the escrow period, the reporting person may not dispose of the stock units. The stock units will be settled in cash on the later of (a) the end of the escrow period or (b) the earlier of (i) death; (ii) February 20, 2020; or (iii) six months after separation from service in which case the stock units will be settled in cash based on the fair market value of the units on that date.
- Stock unit grant settles 2 years from date of grant, but may be eligible for early settlement upon termination of employment after layoff, death or disability, or a change of control.
- The stock options were exercisable on February 16, 2019.

Remarks:

[Shannon B. Kinney \(by Power of Attorney filed with the Commission on February 15, 2018\)](#)

** 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.