SEC Form 4	
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup> <u>Rose Kelly Brunetti</u>						2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>CONOCOPHILLIPS</u> [ COP ]								of Reporting able) r (give title	g Perso	on(s) to Iss 10% Ov Other (s	vner
(Last) 16930 PA	(F ARK ROW	irst) DR.		3. Date of Earliest Transaction (Month/Day/Year) 02/09/2021							below)		below) neral Counsel				
(Street) HOUSTON TX 77084						4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(S		(Zip)	-Deriv	vative Se	ecurities Ac	quired,	Dis	posed o	of, or	Bene	ficially	Person				
1. Title of Security (Instr. 3) Date (Month/D						Execution Date,			3.4. SecurTransactionDisposeCode (Instr.5)8)						Form:	Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership
							Code	v	Amount	() (I	A) or D)	Price	Transact	Reported 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)																
1. Title of 2. 3. Transaction 3A. Deemed 4. Derivative Conversion Date Execution Date. 1			4. Transactior				5. Date Exercisable and Expiration Date 7. Title and Am				8. Price of Derivative	9. Numbe derivative		10. Ownership	11. Nature of Indirect		

1. Title of Derivative Security (Instr. 3)	tive Conversion Date ity or Exercise (Month/Date		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 Exerc Expiration Da (Month/Day/)	ate	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)	02/09/2021		A		21,145		(2)	(3)	Common Stock	21,145	\$0.00	21,145	D	
Stock Units	(1)	02/09/2021		Α		33,925		(4)	(3)	Common Stock	33,925	\$0.00	33,925	D	

## Explanation of Responses:

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

2. 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.

3. The stock units do not have an expiration date.

4. 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, 2021. 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, 2021; 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. The reporting person may also elect to defer all or part of the settlement value of the units to a later date.

## **Remarks:**

<u>Shannon B. Kinney (by Power</u> of Attorney filed with the <u>Commission on September 10</u>, <u>02/11/2021</u> <u>2018)</u>

\*\* 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.

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