FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

** ac gc	o, Do.	 	

Check this box if no longer subject to							
Section 16. Form 4 or Form 5							
obligations may continue. See							
Instruction 1(h)							

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** OMB Number: 3235-0287 Estimated average burden hours per response:

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

Name and Address of Reporting Person*     NAME OF THE PARTY ASSETS ASSETTS					2. Issuer Name <b>and</b> Ticker or Trading Symbol CONOCOPHILLIPS [ COP ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
NIBLOCK ROBERT A						<u> </u>	<del>/ ( ) ( )</del>		<u> </u>	.01	J			X D	recto	or		10% Ov	vner
(Last) (First) (Middle) 16930 PARK ROW DR.						3. Date of Earliest Transaction (Month/Day/Year) 03/31/2021									ficer low)	(give title		Other (s below)	pecify
(Street)			77084		4. If	f Ame	ndment	, Date	of Original F	iled	(Month/D	ay/Year)		ne) X F	orm	filed by One	e Rep	g (Check Ap orting Perso n One Repo	n
(City)	(S	tate)	(Zip)																
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date					action 2A. Deemed Execution Date, if any (Month/Day/Year)			Code (Instr. 5)				4 and Securiti Benefic		ies Fo cially (D) Following (I)		n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	,	Amount	(A) o (D)	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)					
		Т							quired, Dis						ed			'	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)			Transaction of Code (Instr. Derivative		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		xpiration ate	Title	Amount or Number of Shares						
Stock Units	(1)	03/31/2021			A		86		(2)		(2)	Common Stock	86	\$53.16	75	65,483.86	17 <sup>(3)</sup>	D	

## **Explanation of Responses:**

- 1. The stock units convert to Conoco Phillips common stock on a 1-for-1 basis.
- 2. The reporting person has elected to receive payment in ten annual installments beginning one year following his 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:

See attached footnotes page.

Shannon B. Kinney, Attorney in Fact (by Power of Attorney 04/01/2021 filed on August 2, 2017)

\*\* Signature of Reporting Person

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.