SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO.: 1)*

ConocoPhillips

NAME OF ISSUER:

TITLE OF	CLASS OF SECURITIES:	Common Stock		
CUSIP NUM	MBER:	20825C104		
DATE OF E	EVENT WHICH REQUIRES FILING	OF THIS STATEMEN	T: December 31, 20	03
Check the	e appropriate box to desig : (X) Rule 13d-1(b) () Rule 13d-1(c) () Rule 13d-1(d)	nate the rule pur	suant to which thi	s Schedule
*	The remainder of this of person's initial filing of securities, and for arwhich would alter the dis	on this form with By subsequent amen	respect to the sub dment containing i	ject class nformation
to be "f: 1934 ("Ad	rmation required in the rem iled" for the purpose of Se ct") or otherwise subject ll be subject to all othe	ction 18 of the s to the liabilitie	Securities Exchan s of that section	ge Act of of the Act
(Continue	ed on the following page(s))		
PAGE 1 OF 6 PAGES				
13G				
CUSIP No	.: 20825C104			
1. NAME (OF REPORTING PERSON			
	S.S. OR I.R.S. IDENTIFICAT Vanguard Fiduciary Trust certain employee benefit p	Company, in i		rustee for
2. CHECK	THE APPROPRIATE [LINE]IF A	MEMBER OF A GROU	Р	
	Not Applicable	Α.		В.
3. SEC US	SE ONLY			-
4. CITIZENSHIP OF PLACE OF ORGANIZATION Pennsylvania				
	estions 5-8, report the g person with:)	number of shares	beneficially own	ed by each
5. SOLE \	VOTING POWER			
	None			
6. SHAREI	D VOTING POWER			
	62,877,1	.26 Shares		
7. SOLE [DISPOSITIVE POWER			

62,877,126 Shares

None

8. SHARED DISPOSITIVE POWER

CUSIP No.: 20825C104

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,877,126 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.236%

12. TYPE OF REPORTING PERSON

BK

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SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES ACT OF 1934

Check the following [line] if a fee is being paid with this statement N/A

Item 1 (a) - Name of Issuer

ConocoPhillips

Item 1 (b) - Address of Issuer's Principal Executive Officers:

600 North Dairy Ashford Road, Houston, TX 77079

Item 2 (a) - Name of Person Filing:

Vanguard Fiduciary Trust Company, in its capacity as trustee for certain employee benefit plans.

Item 2 (b) - Address of Principal Business Office or, if none, Residence:

500 Admiral Nelson Blvd. Malvern, PA 19355

Item 2 (c) - Citizenship

Vanguard Fiduciary Trust Company is a trust company organized under the laws of the Commonwealth of Pennsylvania.

Item 2 (d) - Title of Class of Securities

Common Stock

Item 2 (e) - CUSIP Number

20825C104

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1(b), or 13d-2(d), check whether the person filing is a:

(b) X Bank as defined in Section 3(a)(6) of the Act.

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Item 4 - Ownership:

(a) Amount Beneficially Owned:

62,877,126 Shares

(b) Percent of Class:

9.236%

- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: None
- (ii) shared power to vote or to direct the vote 62,877,126 Shares*
- (iii) sole power to dispose or to direct the disposition of: None
- (iv) shared power to dispose or to direct the disposition of: 62,877,126 Shares**
- * Each participant holding shares of Common Stock in each of the Trusts shall instruct the Trustee how to vote the shares of Company Stock attributable to such participant's account, whether or not vested. The Trustee, itself or by proxy, shall vote shares of Common Stock attributable to such participants accounts in accordance with the instruction of such participants. If, prior to any vote of stockholders, the Trustee has not received instructions from such participants with respect to any shares of Company Stock in their accounts, the Trustee may vote such shares at such meeting in the same proportion as the shares for which the Trustee has received timely instructions, subject to applicable law.
- ** Shares of Common Stock in each of the Trusts are held in various accounts, allocated by the source of contribution (employer, the predecessor to the employer or the employee) and may be disposed of by the Plan or the Trustee only in accordance with the terms of each of the Trusts.
- Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

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Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification.

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

DATE: JANUARY 29, 2004

VANGUARD FIDUCIARY TRUST COMPANY, AS TRUSTEE for Certain employee benefit plans

BY:_____

NAME: Matthew Kogan

TITLE: Assistant Secretary

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