

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

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

1. Name and Address of Reporting Person* <u>Fox Matthew J</u>  (Last) (First) (Middle) <u>16930 PARK ROW DR.</u>  (Street) <u>HOUSTON TX 77084</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONOCOPHILLIPS [ COP ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2021</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner X Officer (give title below) Other (specify below) <u>Executive Vice President &amp; COO</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/13/2021		M		35,581.4396	A	(1)	109,053.0429	D	
Common Stock	02/13/2021		D		22,416.4396	D	\$46.585	86,636.6033	D	
Common Stock	02/13/2021		F		13,165	D	\$46.585	73,471.6033	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Units	(2)	02/13/2021		M		35,581.4396	(3)	(4)	Common Stock	35,581.4396	\$0.00	0	D	

Explanation of Responses:

1. Each stock unit was the economic equivalent of one share of common stock and settled in cash.
2. The stock units represent ConocoPhillips common stock on a 1-for-1 basis.
3. The stock units grant settles 3 years from date of grant, subject to earlier or partial settlement upon termination of employment after attainment of age 55 with five years of service, layoff, death or disability, or a change in control.
4. The stock units do not have an expiration date.

Remarks:

Shannon B. Kinney (by Power of Attorney filed with the Commission on February 6, 2018) 02/17/2021

\*\* 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.