

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* Fox Matthew J _____ (Last) (First) (Middle) 600 NORTH DAIRY ASHFORD _____ (Street) HOUSTON TX 77079 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol CONOCOPHILLIPS [COP]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ Executive Vice President		
			3. Date of Earliest Transaction (Month/Day/Year) 05/14/2014		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			4. If Amendment, Date of Original Filed (Month/Day/Year)				

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	05/14/2014		M		43,565	A	\$54.8	43,565	D	
Common Stock	05/14/2014		S		43,565	D	\$78.5873	0	D	
Common Stock	05/14/2014		M		81,066	A	\$58.08	81,066	D	
Common Stock	05/14/2014		S		81,066	D	\$78.5873	0	D	
Common Stock	05/14/2014		M		1,253.476	A	(4)	1,253.476	D	
Common Stock	05/14/2014		D		1,253.476	D	\$78.518	0	D	
Common Stock	05/14/2014		D		3,977.608	D	\$78.519	0	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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$54.8 ⁽¹⁾	05/14/2014		M		43,565	(2)	02/09/2022	Common Stock	43,565	\$0	21,783	D		
Employee Stock Option (Right to Buy)	\$58.08	05/14/2014		M		81,066	(3)	02/05/2023	Common Stock	81,066	\$0	162,134	D		
Phantom Stock	(4)	05/14/2014		M		1,253.476	(5)	(5)	Common Stock	1,253.476	(4)	0	D		

Explanation of Responses:

1. In connection with the spin-off of Phillips 66 on April 30, 2012 by ConocoPhillips, outstanding ConocoPhillips stock options that are not vested and are held by ConocoPhillips officers or employees, who continued as officers or employees of ConocoPhillips immediately after the spin-off, were replaced with adjusted ConocoPhillips stock options to purchase ConocoPhillips common stock, which will generally preserve the intrinsic value of each original stock option grant and the ratio of the exercise price to the fair market value of ConocoPhillips common stock on the distribution date.

2. The options became exercisable in three equal annual installments beginning on the first anniversary of February 9, 2012 grant date.

3. The options became exercisable in three equal annual installments beginning on the first anniversary of February 5, 2013 grant date.

4. Each share of phantom stock was the economic equivalent of one share of ConocoPhillips common stock. The reporting person settled his shares of phantom stock for cash.

5. The shares of phantom stock were acquired under a Defined Contribution Makeup Plan providing for settlement upon termination of employment, subject to possible deferred payment in certain circumstances. The reporting of this transaction is not an acknowledgment that it is not an exempt transaction under an Excess Benefit Plan pursuant to Rule 16b-3(c).

Shannon B. Kinney (by Power of Attorney filed with the Commission on February 7, 2013) 05/16/2014

** 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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