

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): April 30, 2003

ConocoPhillips
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	000-49987 (Commission File Number)	01-0562944 (I.R.S. Employer Identification No.)
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600 North Dairy Ashford Road
Houston, Texas 77079
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (281) 293-1000

Item 7. Financial Statements and Exhibits

(c) Exhibits

99.1 -- Press release issued by ConocoPhillips on April 30, 2003.

99.2 -- Financial and operational tables.

99.3 -- Supplemental financial information.

Item 9. Regulation FD Disclosure

In accordance with SEC Release No. 33-8216, the following information, intended to be furnished under "Item 12. Results of Operations and Financial Condition," is instead furnished under "Item 9. Regulation FD Disclosure."

On April 30, 2003, ConocoPhillips issued a press release announcing the company's financial and operating results for the quarter ended March 30, 2003. A copy of the press release is furnished as Exhibit 99.1 hereto and incorporated herein by reference. Additional financial and operating information about the quarter is furnished as Exhibits 99.2 and 99.3 to this report and is incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONOCOPHILLIPS

By: /s/ John A. Carrig

Name: John A. Carrig
Title: Executive Vice President, Finance,
and Chief Financial Officer

Date: April 30, 2003

EXHIBIT INDEX

Exhibit No.	Description
99.1	-- Press release issued by ConocoPhillips on April 30, 2003.
99.2	-- Financial and operational tables.
99.3	-- Supplemental financial information.

ConocoPhillips Reports First Quarter Net Income of \$1.4 Billion

HOUSTON--(BUSINESS WIRE)--April 30, 2003--ConocoPhillips
(NYSE:COP)

Earnings at a glance

	First Quarter	
	2003	2002
Income (loss) from continuing operations	\$1,270 million	\$ (98) million
Income (loss) from discontinued operations	\$ 22	(4)
Cumulative effect of change in accounting principle	\$ 145	-
Net income (loss)	\$1,437	(102)
Diluted income per share		
Income (loss) from continuing operations	\$ 1.86	(0.26)
Net income (loss)	\$ 2.10	(0.27)
Revenues	\$ 27.1 billion	\$ 8.5 billion

ConocoPhillips (NYSE:COP) today reported first quarter net income of \$1,437 million, or \$2.10 per share, compared with a net loss of \$102 million, or 27 cents per share, for the same quarter in 2002. Total revenues were \$27.1 billion, versus \$8.5 billion a year ago.

Income from continuing operations for the first quarter was \$1,270 million, or \$1.86 per share, compared with a loss of \$98 million, or \$0.26 per share, for the same period a year ago.

"We are very pleased with our first quarter performance," said Jim Mulva, president and chief executive officer. "Operationally, we performed well, with upstream production of 1.6 million barrels-of-oil-equivalent (BOE) per day, and downstream, we ran at 92 percent of capacity.

"This is the first quarter in which we can measure our progress against the operating plan we presented in November. Our solid operating performance allowed us to secure the benefits of higher oil and gas prices and higher worldwide refining margins. These factors contributed to our debt reduction of \$1.5 billion. Also contributing to our strong performance were business improvements resulting from progress made on implementing the synergy initiatives we incorporated into our 2003 operating plans."

The ConocoPhillips merger was consummated on Aug. 30, 2002, and used purchase accounting to recognize the fair value of the Conoco assets and liabilities. While the results of the first quarter reflect operations of the combined company, the first quarter of 2002 reflects only Phillips' results, restated for discontinued operations resulting from dispositions required by the Federal Trade Commission (FTC) and the planned disposition of certain marketing assets. As of early in the second quarter of 2003, definitive sales agreements for all asset dispositions required by the FTC have been executed. Pending FTC approval, all agreements are expected to be closed by the end of the third quarter.

The results of ConocoPhillips' business segments follow.

Exploration & Production (E&P)

E&P income from continuing operations in the first quarter was \$1,137 million, up from \$808 million in the fourth quarter of 2002 and from \$142 million in the first quarter of 2002. Improvement from the fourth quarter primarily came from higher realized crude oil and natural gas prices. Improved results from the first quarter of 2002 were due to higher realized crude oil and natural gas prices, as well as increased production resulting from the addition of the Conoco assets. Additionally, improvements from prior periods reflect progress made on the implementation of synergy initiatives.

ConocoPhillips' daily production for the quarter was similar to that of the fourth quarter of 2002, averaging 1.62 million BOE per day, including Canadian Syncrude. Decreased production in Venezuela was offset by higher output from Alaska, China and Indonesia.

ConocoPhillips' first quarter 2003 average worldwide crude oil sales price was \$30.72 per barrel, up from \$25.31 in the fourth quarter of 2002. The company's U.S. Lower 48 and worldwide natural gas prices averaged \$5.47 and \$4.49 per thousand cubic feet, respectively, compared with \$3.43 and \$3.27 in the fourth quarter of 2002. The company's realized prices for oil and gas in the United States did not increase as much as the market indicators due to quality and location differentials, as well as the effect of pricing lags.

Midstream

Midstream income from continuing operations was \$31 million, up from \$20 million in the fourth quarter of 2002 and \$12 million in the first quarter of 2002. The improvement from the fourth quarter was due

primarily to higher natural gas liquids prices. The increase over the first quarter of 2002 was primarily due to the addition of Conoco's midstream operations and higher equity earnings from Duke Energy Field Services, LLC resulting from higher natural gas liquids prices.

Refining and Marketing (R&M)

R&M income from continuing operations was \$371 million, up from \$105 million in the previous quarter and a loss of \$87 million in the first quarter of 2002.

Improvements in refining over the fourth quarter of 2002 were primarily driven by higher worldwide refining margins and a full quarter of operations at the Humber refinery in the United Kingdom. These improvements were partially offset by higher energy costs and increased turnaround expenses in the first quarter. U.S. marketing operations incurred a loss of \$9 million during the first quarter of 2003, compared with a loss of \$38 million in the fourth quarter of 2002. These losses include marketing impairments and lease loss accruals of \$25 million in the first quarter and \$88 million in the fourth quarter.

The improved results from the first quarter of 2002 were attributable to the addition of the Conoco assets and higher refining and marketing margins, as well as business improvements, which included benefits of progress made on implementing synergy initiatives.

The refinery crude oil capacity utilization rate for the total company averaged 92 percent, compared with 89 percent in the previous quarter. The loss of Venezuelan crude supply was effectively managed and had a relatively minor impact on crude runs and net income during the first quarter.

The impact of turnarounds at the Ferndale, Wash., Wood River, Ill., and Sweeny, Texas, refineries was offset by a full quarter of operations at the Humber refinery in the United Kingdom. After-tax turnaround costs incurred during the first quarter reduced earnings by approximately \$40 million, versus \$17 million in the fourth quarter of 2002.

Chemicals

The Chemicals segment, which reflects the company's 50 percent interest in Chevron Phillips Chemical Company LLC, reported a loss from continuing operations of \$23 million. This is compared with losses of \$13 million in the fourth quarter of 2002 and \$11 million in the first quarter of 2002. Contributing to the declines were increased fuel and feedstock costs.

Emerging Businesses

The Emerging Businesses segment had a loss from continuing operations of \$34 million in the first quarter of 2003, compared with losses of \$40 million in the fourth quarter of 2002 and \$5 million in the first quarter of 2002. The improvement from the fourth quarter was primarily attributable to a reduction in certain carbon fibers expenses as a result of the company's announced plan to shut down this operation due to market, operating and technological uncertainties. The increased costs from the first quarter of 2002 resulted from the addition of the Conoco assets.

Corporate and Other

First quarter Corporate expenses were \$212 million, after tax, from continuing operations, compared with \$322 million in the previous quarter and \$149 million in the first quarter of 2002. Contributing to the decrease from the fourth quarter were lower restructuring charges and insurance demutualization benefits. The increase from the first quarter of 2002 is attributable to the inclusion of the Conoco assets, merger-related expenses and losses on the early redemption of debt, partially offset by the insurance demutualization benefits.

Total debt at the end of the first quarter was \$18.2 billion, down \$1.5 billion from the end of the previous quarter. This improvement resulted from higher cash flows due to strong earnings, working capital reductions and lower capital spending. At the end of March, the company's debt-to-capital ratio was 36 percent, down from 39 percent at the end of the fourth quarter of 2002.

The company's effective tax rate of 50.5 percent was lower than expected due to a higher proportion of income from lower tax-rate jurisdictions in March.

Discontinued Operations

First quarter 2003 earnings from discontinued operations were \$22 million, compared with a loss of \$986 million in the fourth quarter of 2002. The improvement was related to fourth quarter impairment charges of approximately \$1 billion associated with the company's planned sale of a substantial portion of its marketing operations. First quarter earnings were negatively impacted by \$25 million associated with lease loss accruals on the company's downstream marketing operations.

Cumulative Effect of Change in Accounting Principle

Income from continuing operations in the first quarter of 2003

does not include a positive impact of \$145 million related to the cumulative effect of a change in accounting principle associated with the adoption of Statement of Financial Accounting Standards No. 143, "Accounting for Asset Retirement Obligations."

Outlook

Mr. Mulva concluded:

"We remain focused on integrating our businesses and on capturing synergies by optimizing our assets and applying disciplined spending to accomplish our stated target.

"Upstream, we are continuing construction of the upgrader associated with the Hamaca heavy crude oil project in Venezuela, with start-up expected in the second half of 2004, and we are moving forward with development of Phase I of the Bayu-Undan project in the Timor Sea and are negotiating production sharing contracts in anticipation of receiving the final approvals needed to advance Phase II. Additionally, we expect to drill approximately 50 exploration and appraisal wells this year.

"In our downstream business, we are moving forward with our plan to dispose of a substantial portion of our retail marketing assets. In addition, we have signed a memorandum of understanding to acquire certain refining assets in Hartford, Ill. These assets will be incorporated into the operations of our nearby Wood River refinery."

ConocoPhillips is an integrated petroleum company with interests around the world. Headquartered in Houston, the company had approximately 56,600 employees and \$80 billion of assets as of March 31, 2003. For more information, go to www.conocophillips.com.

ConocoPhillips' quarterly conference call is scheduled for noon Central today.

To listen to the conference call and to view related presentation materials, go to www.conocophillips.com and click on the "First Quarter Earnings" link.

For financial and operational tables, go to www.conocophillips.com/news/nr/earnings/highlights/1q03earnings.html.

For detailed supplemental information, go to www.conocophillips.com/news/nr/earnings/detail/1q03summary.xls

CAUTIONARY STATEMENT FOR THE PURPOSES OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This update contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements, such as "we are continuing construction of the upgrader associated with the Hamaca heavy crude oil project in Venezuela, with start-up expected in the second half of 2004"; "we are moving forward with development of Phase I of the Bayu-Undan project in the Timor Sea"; "(we) are negotiating production sharing contracts in anticipation of receiving the final approvals needed to advance Phase II (of the Bayu-Undan project in the Timor Sea)"; "we expect to drill approximately 50 exploration and appraisal wells this year"; "we are moving forward with our plan to dispose of a substantial portion of our retail marketing assets"; and "we have signed a memorandum of understanding to acquire certain refining assets in Hartford, Ill.," involve certain risks, uncertainties and assumptions that are difficult to predict. Further, certain forward-looking statements are based on assumptions as to future events that may not prove to be accurate. Therefore, actual outcomes and results may differ materially from what is expressed or forecast in such forward-looking statements. Economic, business, competitive and regulatory factors that may affect ConocoPhillips' business are generally as set forth in ConocoPhillips' filings with the Securities and Exchange Commission (SEC). ConocoPhillips is under no obligation (and expressly disclaims any such obligation) to update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

Cautionary Note to U.S. Investors -- The SEC permits oil and gas companies, in their filings with the SEC, to disclose only proved reserves that a company has demonstrated by actual production or conclusive formation tests to be economically and legally producible under existing economic and operating conditions. Production is distinguished from oil and gas production because SEC regulations define Syncrude as mining-related and not part of conventional oil and natural gas reserves. We use certain terms in this release, such as "including Syncrude" that the SEC's guidelines strictly prohibit us from including in filings with the SEC. U.S. investors are urged to consider closely the disclosure in the company's periodic filings with the SEC, available from the company at 600 North Dairy Ashford Road, Houston, Texas 77079. This information can also be obtained from the SEC by calling 1-800-SEC-0330.

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or
Clayton Reasor (investors), 212/207-1996

FINANCIAL HIGHLIGHTS

	Millions of Dollars Three Months Ended March 31	
	2003	2002**
Revenues		
Sales and other operating revenues*	\$26,942	8,431
Equity in earnings of affiliates	49	20
Other income	86	29
	-----	-----
	27,077	8,480
	-----	-----
Costs and expenses		
Purchased crude oil and products	17,685	5,639
Production and operating expenses	1,650	917
Selling, general and administrative expenses	509	264
Exploration expenses	116	163
Depreciation, depletion and amortization	863	396
Impairments	14	10
Taxes other than income taxes*	3,422	914
Accretion on discounted liabilities	33	5
Interest and debt expense	209	107
Foreign currency transaction losses (gains)	(3)	1
Preferred dividend requirements of capital trusts and minority interests	14	13
	-----	-----
	24,512	8,429
	-----	-----
Income from continuing operations before income taxes	2,565	51
Provision for income taxes	1,295	149
	-----	-----
Income from continuing operations	1,270	(98)
Income/(loss) from discontinued operations, net of income taxes	22	(4)
	-----	-----
Income/(loss) before cumulative effect of change in accounting principle	1,292	(102)
Cumulative effect of change in accounting principle	145	-
	-----	-----
Net income/(loss)	\$1,437	(102)
	=====	=====
Net income/(loss) per share of common stock		
Basic		
Continuing operations	\$1.87	(0.26)
Discontinued operations	0.03	(0.01)
Before cumulative effect of change in accounting principle	1.90	(0.27)
Cumulative effect of change in accounting principle	0.21	-
Net income/(loss)	\$2.11	(0.27)
Diluted		
Continuing operations	\$1.86	(0.26)
Discontinued operations	0.03	(0.01)
Before cumulative effect of change in accounting principle	1.89	(0.27)
Cumulative effect of change in accounting principle	0.21	-
Net income/(loss)	\$2.10	(0.27)
Average common shares outstanding (in thousands)		
Basic	679,538	382,337
Diluted	682,744	382,337
*Includes excise taxes on petroleum products sales	3,148	764
**Restated for discontinued operations.		

SELECTED FINANCIAL DATA

	Millions of Dollars Three Months Ended March 31	
	2003	2002
Income/(Loss) from continuing operations before accounting change E&P		
United States	\$676	155
International	461	(13)
	-----	-----

Total E&P	1,137	142
Midstream	31	12
R&M		
United States	257	(92)
International	114	5
Total R&M	371	(87)
Chemicals	(23)	(11)
Emerging Businesses	(34)	(5)
Corporate and other	(212)	(149)
Consolidated	\$1,270	(98)
	=====	=====
Cumulative Effect of Accounting Change		
E&P		
United States	\$161	-
International	(15)	-
Total E&P	146	-
Midstream	-	-
R&M		
United States	(1)	-
International	-	-
Total R&M	(1)	-
Chemicals	-	-
Emerging Businesses	-	-
Corporate and other	-	-
Consolidated	\$145	-
	=====	=====
Income/(Loss) from Discontinued Operations		
Corporate and other	22	(4)
SUMMARY OF NET INCOME/(LOSS)		
E&P		
United States	\$837	155
International	446	(13)
Total E&P	1,283	142
Midstream	31	12
R&M		
United States	256	(92)
International	114	5
Total R&M	370	(87)
Chemicals	(23)	(11)
Emerging Businesses	(34)	(5)
Corporate and other	(190)	(153)
Net Income/(loss)	\$1,437	(102)
	=====	=====

SELECTED FINANCIAL DATA

	Three Months Ended March 31	
	2003	2002
INCOME/(LOSS) FROM CONTINUING OPERATIONS		
Effective tax rate %	50.5 %	292.2
Millions of Dollars		
FOREIGN CURRENCY GAINS/(LOSSES) AFTER-TAX		
E&P	\$10	2
Midstream	-	-
R&M	1	3
Chemicals	-	-
Emerging Businesses	(1)	-
Corporate and other	1	(4)
	-----	-----
	\$11	1
	=====	=====
CASH FLOWS FROM OPERATING ACTIVITIES		
Income from continuing operations	\$1,270	(98)
Depreciation, depletion and amortization	863	396
Impairments	14	10
Dry hole costs and leasehold impairment	40	109
Accretion on discounted liabilities	33	5
Deferred taxes	236	(81)
Cumulative effect of change in accounting principle	-	-
Other	67	147
Working capital changes	712	84
	-----	-----
Net cash provided by continuing operations	3,235	572
Net cash provided by discontinued operations	(56)	7
	-----	-----
Net cash provided by operating activities	\$3,179	579
	=====	=====
CAPITAL EXPENDITURES AND INVESTMENTS		
E&P		
United States	\$326	269
Foreign	686	248
	-----	-----
	1,012	517
Midstream	2	-
R&M	203	104
Chemicals	-	10
Emerging Businesses	66	-
Corporate and other	26	14
	-----	-----
	\$1,309	645
	=====	=====
OTHER		
	At March 31, 2003	At December 31, 2002
Total debt	\$18,240	19,766
Common stockholders' equity	\$30,925	29,517

OPERATING HIGHLIGHTS

BY SEGMENT

Three Months Ended
March 31
2003 2002
Thousands of Barrels Daily

E&P

Crude oil produced
United States

Alaska	337		353
Lower 48	60		33
	-----		-----

	397		386
Norway	226		118
United Kingdom	87		17
Canada	33		1
Nigeria	38		27
China	23		13
Other	76		4
	-----		-----

Total consolidated	880		566
Equity affiliates	55		5
	-----		-----

Total Worldwide	935		571
	=====		=====

Syncrude	17		-
	=====		=====

Natural gas liquids produced

United States

Alaska*	25		27
Lower 48	19		1
	-----		-----

	44		28
Norway	8		5
Canada	11		-
Other	4		4
	-----		-----

Total Worldwide	67		37
	=====		=====

*Includes reinjected volumes sold lease-to-lease.

	15		15
--	----	--	----

Millions of Cubic Feet Daily

Natural gas produced*

United States

Alaska	189		168
Lower 48	1,338		734
	-----		-----

	1,527		902
Norway	305		135
United Kingdom	1,002		173
Canada	436		19
Indonesia	224		-
Other	111		120
	-----		-----

Total consolidated	3,605		1,349
Equity affiliates	12		-
	-----		-----

Total Worldwide	3,617		1,349
	=====		=====

*Represents quantities available for sale.
Excludes gas equivalent of NGL shown above.

Liquefied natural gas sales	130		117
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OPERATING HIGHLIGHTS

	Three Months Ended March 31	
	2003	2002
E&P (continued)		
	Per Unit	
Average sales prices		
Crude oil (per barrel)		
United States		
Alaska	\$31.47	18.72
Lower 48	31.48	18.86
Total U.S.	31.47	18.73
International	31.09	20.86
Total consolidated	31.26	19.41
Equity affiliates	20.97	15.86
Worldwide	30.72	19.37
Natural gas-lease (per MCF)		
United States		
Alaska	1.97	2.13
Lower 48	5.47	1.99
Total U.S.	5.34	1.99
International	3.92	2.41
Total consolidated	4.49	2.15
Equity affiliates	4.82	-
Total Worldwide	4.49	2.15

Midstream*

	Thousands of Barrels Daily	
Natural gas liquids extracted		
Consolidated		
United States	51	-
International	47	-
Equity affiliates		
United States*	114	118
International	10	-
	-----	-----
	222	118
	=====	=====

*Represents 30.3 percent interest in Duke Energy Field Services LLC (DEFS).

	Per Barrel	
U.S. product prices		
Weighted average NGL**		
Consolidated	\$25.59	-
DEFS	24.53	12.83

*Prices are based on index prices from the Mont Belvieu and Conway market hubs that are weighted by DEFS' natural-gas-liquids component and location mix.

Three Months Ended
March 31
2003 2002
Thousands of Barrels Daily

RM&T		
United States		
Crude oil capacity	2,167	1,642
Crude oil runs	2,008	1,416
Refinery production	2,254	1,575
International*		
Crude oil capacity	442	72
Crude oil runs	396	65
Refinery production	436	62
U.S. Petroleum products outside sales		
Gasoline	1,331	1,084
Distillates	600	439
Aviation fuels	164	162
Other products	500	398
	-----	-----
	2,595	2,083
	-----	-----
International	428	54
	-----	-----
	3,023	2,137
	=====	=====

Per Gallon

U.S. Average sales prices**		
Automotive gasoline-wholesale	\$1.10	0.67
Automotive gasoline-retail	1.37	0.81
Distillates-wholesale	1.05	0.59

Millions of Pounds

CHEMICALS***		
Production		
Ethylene	731	805
Polyethylene	475	525
Styrene	274	203
Normal alpha olefins	146	158

*Includes ConocoPhillips' share of equity affiliates.

**Excludes excise taxes.

***ConocoPhillips' Chemicals segment consists primarily of its 50 percent equity investment in Chevron Phillips Chemical Company LLC.

SUMMARY OF NET INCOME (LOSS) BY SEGMENT

Millions of Dollars

	2002						2003					
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD		1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	
Income from Continuing Operations Before Accounting Change												
U.S. E&P	155	280	306	415	1,156		676					676
International E&P	(13)	59	154	393	593		461					461
Total E&P	142	339	460	808	1,749		1,137					1,137
Midstream	12	12	11	20	55		31					31
U.S. R&M	(92)	73	44	113	138		257					257
International R&M	5	(5)	13	(8)	5		114					114
Total R&M	(87)	68	57	105	143		371					371
Chemicals	(11)	7	3	(13)	(14)		(23)					(23)
Emerging Businesses	(5)	(3)	(262)	(40)	(310)		(34)					(34)
Corporate and Other	(149)	(111)	(343)	(322)	(925)		(212)					(212)
Consolidated	(98)	312	(74)	558	698		1,270					1,270
Cumulative Effect of Accounting Change												
U.S. E&P	-	-	-	-	-		161					161
International E&P	-	-	-	-	-		(15)					(15)
Total E&P	-	-	-	-	-		146					146
Midstream	-	-	-	-	-		-					-
U.S. R&M	-	-	-	-	-		(1)					(1)
International R&M	-	-	-	-	-		-					-
Total R&M	-	-	-	-	-		(1)					(1)
Chemicals	-	-	-	-	-		-					-
Emerging Businesses	-	-	-	-	-		-					-
Corporate and Other	-	-	-	-	-		-					-
Consolidated	-	-	-	-	-		145					145
Income (Loss) from Discontinued Operations												
Corporate and Other	(4)	39	(42)	(986)	(993)		22					22
Net Income (Loss)												
U.S. E&P	155	280	306	415	1,156		837					837
International E&P	(13)	59	154	393	593		446					446
Total E&P	142	339	460	808	1,749		1,283					1,283
Midstream	12	12	11	20	55		31					31
U.S. R&M	(92)	73	44	113	138		256					256
International R&M	5	(5)	13	(8)	5		114					114
Total R&M	(87)	68	57	105	143		370					370
Chemicals	(11)	7	3	(13)	(14)		(23)					(23)
Emerging Businesses	(5)	(3)	(262)	(40)	(310)		(34)					(34)

Corporate and Other (153) (72) (385) (1,308)(1,918) (190) (190)

Consolidated (102) 351 (116) (428) (295) 1,437 1,437

Page 1 of 14

INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES

Millions of Dollars

	2002						2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	
Income from Continuing Operations Before Income Taxes											
U.S. E&P	223	419	450	536	1,628	1,048				1,048	
International E&P	167	260	555	949	1,931	1,280				1,280	
Total E&P	390	679	1,005	1,485	3,559	2,328				2,328	
Midstream	20	20	23	35	98	51				51	
U.S. R&M	(140)	118	75	175	228	411				411	
International R&M	5	(5)	19	(25)	(6)	150				150	
Total R&M	(135)	113	94	150	222	561				561	
Chemicals	(18)	3	(1)	(16)	(32)	(44)				(44)	
Emerging Businesses	(8)	(5)	(274)	(62)	(349)	(51)				(51)	
Corporate and Other	(198)	(153)	(535)	(471)	(1,357)	(280)				(280)	
Consolidated	51	657	312	1,121	2,141	2,565				2,565	

Income from Continuing Operations Effective Tax Rates

U.S. E&P	30.5%	33.2%	32.0%	22.6%	29.0%	35.5%				35.5%
International E&P	107.8%	77.3%	72.3%	58.6%	69.3%	64.0%				64.0%
Total E&P	63.6%	50.1%	54.2%	45.6%	50.9%	51.2%				51.2%
Midstream	40.0%	40.0%	52.2%	42.9%	43.9%	39.2%				39.2%
U.S. R&M	34.3%	38.1%	41.3%	35.4%	39.5%	37.5%				37.5%
International R&M	0.0%	0.0%	31.6%	68.0%	183.3%	24.0%				24.0%
Total R&M	35.6%	39.8%	39.4%	30.0%	35.6%	33.9%				33.9%
Chemicals	38.9%	-133.3%	400.0%	18.8%	56.3%	47.7%				47.7%
Emerging Businesses	37.5%	40.0%	4.4%	35.5%	11.2%	33.3%				33.3%
Corporate and Other	24.7%	27.5%	35.9%	31.6%	31.8%	24.3%				24.3%
Consolidated	292.2%	52.5%	123.7%	50.2%	67.4%	50.5%				50.5%

Page 2 of 14

CERTAIN ITEMS AFFECTING NET INCOME (AFTER-TAX)

Millions of Dollars

	2002				2003				YTD
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	
U.S. E&P									
Asset sales	-	-	(5)	-	(5)	2	-	-	2
Property impairments	-	(3)	(5)	-	(8)	-	-	-	-
Dry hole charges	(9)	(2)	(1)	(38)	(50)	(10)	-	-	(10)
Total	(9)	(5)	(11)	(38)	(63)	(8)	-	-	(8)
International E&P									
Asset sales	-	-	-	17	17	(1)	-	-	(1)
Property impairments	(7)	(2)	-	(14)	(23)	(11)	-	-	(11)
Foreign currency transaction gains (losses)	2	(7)	(6)	(23)	(34)	10	-	-	10
Dry hole charges	(2)	(7)	(1)	(48)	(58)	(2)	-	-	(2)
Total	(7)	(16)	(7)	(68)	(98)	(4)	-	-	(4)
Total E&P	(16)	(21)	(18)	(106)	(161)	(12)	-	-	(12)
Midstream									
Asset sales	-	-	-	-	-	-	-	-	-
Property impairments	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-
U.S. R&M									
Asset sales	-	-	-	-	-	1	-	-	1
Impairments and loss accruals	-	-	-	(88)	(88)	(25)	-	-	(25)
Maintenance turnaround expense	(46)	(19)	(29)	(16)	(110)	(39)	-	-	(39)
Total	(46)	(19)	(29)	(104)	(198)	(63)	-	-	(63)
International R&M									
Asset sales	-	-	-	-	-	-	-	-	-
Maintenance turnaround expense	-	-	-	(1)	(1)	(1)	-	-	(1)
Foreign currency transaction gains (losses)	3	2	3	1	9	1	-	-	1
Impairments	-	-	-	-	-	-	-	-	-
Total	3	2	3	-	8	-	-	-	-
Total R&M	(43)	(17)	(26)	(104)	(190)	(63)	-	-	(63)
Chemicals									
Asset sales	-	-	-	-	-	-	-	-	-
Property impairments	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-
Emerging Businesses									
Asset sales	-	-	-	-	-	-	-	-	-
Foreign currency transaction gains (losses)	-	-	-	-	-	(1)	-	-	(1)
Total	-	-	-	-	-	(1)	-	-	(1)
Corporate and Other									
Discontinued operations									
Impairments and loss accruals	-	-	(69)	(1,008)	(1,077)	(25)	-	-	(25)
Operating results	(4)	39	27	22	84	47	-	-	47
Asset sales	-	-	-	-	-	-	-	-	-
Foreign currency transaction gains (losses)	(4)	12	5	8	21	1	-	-	1
Merger-related expenses	(2)	(1)	(221)	(83)	(307)	(27)	-	-	(27)
Premium on early debt retirement	-	(15)	-	(1)	(16)	(10)	-	-	(10)
Total	(10)	35	(258)	(1,062)	(1,295)	(14)	-	-	(14)

The above financial information represents certain items of a recurring nature that are included in the reporting segments' net income. These items

often result in variability in the company's revenues or expenses. Non-recurring items that may affect comparability between periods, such as the company's write-off of in-process research and development costs of \$246 million in the third quarter of 2002, are not included above.

CASH FLOW INFORMATION

Millions of Dollars

	2002						2003					
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD		1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	
DD&A (including property impairments) included in net cash provided by												
operating activities	406	402	557	1,035	2,400	877					877	
Net Cash Provided by Operating Activities	579	530	1,878	1,982	4,969	3,179					3,179	
Cash Flows from Investing Activities												
Capital expenditures and investments:												
E&P	(517)	(701)	(715)	(1,343)	(3,276)	(1,012)					(1,012)	
Midstream	-	-	(2)	(3)	(5)	(2)					(2)	
R&M	(104)	(130)	(191)	(415)	(840)	(203)					(203)	
Chemicals	(10)	(9)	(10)	(31)	(60)	-					-	
Emerging Businesses	-	-	(35)	(87)	(122)	(66)					(66)	
Corporate and Other	(14)	(34)	(7)	(30)	(85)	(26)					(26)	
Total capital expend. & investments	(645)	(874)	(960)	(1,909)	(4,388)	(1,309)					(1,309)	
Acquisitions, net of cash acquired	-	-	1,242	(62)	1,180	-					-	
Proceeds from asset dispositions	45	36	19	715	815	121					121	
Long-term advances to affiliates and other investments	(12)	14	(83)	(11)	(92)	(28)					(28)	
Discontinued operations	(12)	(12)	(23)	(52)	(99)	(17)					(17)	
Net Cash Used for Investing Activities	(624)	(836)	195	(1,319)	(2,584)	(1,233)					(1,233)	
Cash Flows from Financing Activities												
Net issuance (repayment) of debt	204	725	(1,432)	(587)	(1,090)	(1,556)					(1,556)	
Redemption of preferred stock	-	(300)	-	-	(300)	-					-	
Dividends	(138)	(137)	(138)	(271)	(684)	(271)					(271)	
Other	7	(7)	(131)	(15)	(146)	(3)					(3)	
Net Cash Provided by (Used for) Financing Activities	73	281	(1,701)	(873)	(2,220)	(1,830)					(1,830)	
Net Change in Cash and Cash Equivalents	28	(25)	372	(210)	165	116					116	
Cash and cash equivalents at beginning of period	142	170	145	517	142	307					307	
Cash and Cash Equivalents at End of Period	170	145	517	307	307	423					423	

TOTAL E&P

	2002						2003					
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD		
E&P Net Income (\$ Millions)	142	339	460	808	1,749	1,283					1,283	
=====												
Production												
Total, Including Equity Affiliates and Canadian Syncrude (MBOE/D)	833	798	1,046	1,623	1,077	1,622					1,622	

Crude Oil and Condensate (MB/D)												
Consolidated	566	546	620	854	647	880					880	
Equity affiliates	5	4	44	87	35	55					55	
Total	571	550	664	941	682	935					935	
=====												
Sales of crude oil produced (MB/D)	566	557	664	918	677	911					911	

Natural Gas Liquids (MB/D)	37	34	43	70	46	67					67	

Natural Gas (MMCF/D)												
Consolidated	1,349	1,286	1,982	3,529	2,043	3,605					3,605	
Equity affiliates	-	-	4	13	4	12					12	
Total	1,349	1,286	1,986	3,542	2,047	3,617					3,617	
=====												
Canadian Syncrude (MB/D)	-	-	8	22	8	17					17	

Industry Prices (Platt's)												
Crude Oil (\$/bbl)												
WTI spot	21.56	26.27	28.31	28.20	26.09	34.06					34.06	
Brent dated	21.14	25.04	26.94	26.78	24.98	31.51					31.51	
Natural Gas--Henry Hub 1st of month (\$/mcf)	2.34	3.38	3.16	3.97	3.21	6.58					6.58	

Average Realized Prices												
Crude Oil and Condensate (\$/bbl)												
Consolidated	19.41	24.46	26.38	26.12	24.38	31.26					31.26	
Equity affiliates	15.86	21.06	20.29	17.50	18.41	20.97					20.97	
Total	19.37	24.44	25.97	25.31	24.07	30.72					30.72	

Natural Gas Liquids (\$/bbl)	16.00	20.36	19.42	19.32	18.93	24.73					24.73	

Natural Gas (\$/mcf)												
Consolidated	2.15	2.40	2.49	3.27	2.77	4.49					4.49	
Equity affiliates	-	-	1.78	3.00	2.71	4.82					4.82	
Total	2.15	2.40	2.49	3.27	2.77	4.49					4.49	

Exploration Charges (\$ Millions)												
Dry Holes	16	17	4	124	161	20					20	
Lease Impairments	93	16	15	22	146	20					20	
Total Non-Cash Charges	109	33	19	146	307	40					40	
Other (G&G and Lease Rentals)	54	34	66	131	285	76					76	
Total Exploration Charges	163	67	85	277	592	116					116	
=====												
Depreciation, Depletion & Amortization												
Producing operations (\$ millions)	274	278	398	666	1,616	657					657	

U.S. E&P

	2002						2003					
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD		
U.S. E&P Net Income (\$ Millions)	155	280	306	415	1,156	837					837	
Alaska (\$ Millions)	123	223	246	278	870	525					525	
Lower 48 (\$ Millions)	32	57	60	137	286	312					312	
Production												
Total U.S. (MBOE/D)	564	538	562	684	587	696					696	
Crude Oil and Condensate (MB/D)												
Alaska	353	339	310	323	331	337					337	
Lower 48	33	31	38	58	40	60					60	
Total	386	370	348	381	371	397					397	
Sales of crude oil produced (MB/D)	383	374	360	370	372	391					391	
Natural Gas Liquids (MB/D)*												
Alaska	27	25	21	24	24	25					25	
Lower 48	1	1	9	21	8	19					19	
Total	28	26	30	45	32	44					44	
*Includes reinjection volumes sold lease-to-lease:	15	14	13	15	14	15					15	
Natural Gas (MMCF/D)												
Alaska	168	160	183	186	175	189					189	
Lower 48	734	689	922	1,362	928	1,338					1,338	
Total	902	849	1,105	1,548	1,103	1,527					1,527	
Average Realized Prices												
Crude Oil and Condensate (\$/bbl)												
Alaska												
North Slope	13.58	18.96	20.42	21.10	18.42	25.95					25.95	
West Coast	18.72	24.40	25.83	26.43	23.75	31.47					31.47	
Lower 48	18.86	24.53	26.87	26.00	24.48	31.48					31.48	
Total U.S.	18.73	24.41	25.94	26.36	23.83	31.47					31.47	
Natural Gas Liquids (\$/bbl)												
Alaska	18.67	24.40	25.68	26.48	23.48	31.32					31.32	
Lower 48	12.75	16.74	14.62	16.17	15.66	21.91					21.91	
Total U.S.	18.13	23.61	20.17	19.27	20.00	25.13					25.13	
Natural Gas (\$/mcf)												
Alaska	2.13	1.80	1.58	1.95	1.85	1.97					1.97	
Lower 48	1.99	2.56	2.65	3.43	2.79	5.47					5.47	
Total U.S.	1.99	2.51	2.60	3.38	2.75	5.34					5.34	
Kenai, Alaska LNG Sales												
Volume (MMCF/D)	117	114	128	128	122	130					130	
Sales price per MCF	4.00	3.74	4.21	4.30	4.07	4.38					4.38	
U.S. Exploration Charges (\$ Millions)												
Dry Holes	14	3	1	61	79	16					16	
Lease Impairments	13	12	10	14	49	13					13	
Total Non-Cash Charges	27	15	11	75	128	29					29	
Other (G&G and Lease Rentals)	17	10	20	39	86	28					28	

Total U.S. Exploration Charges	44	25	31	114	214	57	57
Alaska Only	27	12	11	45	95	25	25

Depreciation, Depletion & Amortization							
Producing operations (\$ millions)							
Alaska	156	157	136	140	589	110	110
Lower 48	54	48	93	149	344	148	148

Total U.S.	210	205	229	289	933	258	258
=====							

INTERNATIONAL E&P

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
International E&P										
Net Income (Loss) (\$ Millions)	(13)	59	154	393	593	446				446
Production										
Total, Including Equity Affiliates and Canadian Syncrude (MBOE/D)	269	260	484	939	490	926				926
Crude Oil and Condensate (MB/D)										
Consolidated										
Norway	118	119	156	233	157	226				226
United Kingdom	17	18	35	86	39	87				87
Canada	1	1	14	37	13	33				33
Nigeria	27	23	29	38	29	38				38
China	13	11	12	11	12	23				23
Other	4	4	26	68	26	76				76
Equity affiliates	5	4	44	87	35	55				55
Total	185	180	316	560	311	538				538
Sales of crude oil produced (MB/D)										
	183	183	304	548	306	520				520
Natural Gas Liquids (MB/D)										
Consolidated										
Norway	5	4	6	7	6	8				8
Canada	-	-	3	14	4	11				11
Other	4	3	4	4	4	4				4
Total	9	7	13	25	14	23				23
Natural Gas (MMCF/D)										
Consolidated										
Norway	135	131	183	232	171	305				305
United Kingdom	173	189	349	975	424	1,002				1,002
Canada	19	22	172	442	165	436				436
Indonesia	-	-	68	220	72	224				224
Other	120	95	105	112	108	111				111
Equity affiliates	-	-	4	13	4	12				12
Total	447	437	881	1,994	944	2,090				2,090
Canadian Syncrude (MB/D)										
	-	-	8	22	8	17				17
Average Realized Prices										
Crude Oil and Condensate (\$/bbl)										
Consolidated										
Norway	21.04	24.49	27.19	26.35	25.21	32.72				32.72
United Kingdom	21.21	24.14	26.88	25.98	25.33	30.11				30.11
Canada	20.03	24.85	27.20	21.26	22.87	28.40				28.40
Nigeria	21.14	24.95	27.51	26.97	25.37	31.80				31.80
China	19.57	25.27	26.31	29.64	25.03	28.87				28.87
Other	15.00	25.18	25.52	25.87	25.43	29.17				29.17
Equity affiliates	15.86	21.06	20.29	17.50	18.41	20.97				20.97
Total	20.71	24.51	26.01	24.60	24.36	30.16				30.16
Natural Gas Liquids (\$/bbl)										
Consolidated										
Norway	12.88	15.48	15.64	20.69	16.51	21.85				21.85
Canada	-	-	29.12	18.42	20.39	26.11				26.11
Other	12.58	13.29	13.74	20.51	15.29	23.40				23.40
Total	12.76	14.58	18.42	19.39	17.47	24.22				24.22
Natural Gas (\$/mcf)										
Consolidated										
Norway	3.22	3.02	3.16	3.33	3.20	3.66				3.66
United Kingdom	3.18	2.55	2.22	3.20	2.92	3.55				3.55
Canada	2.23	2.21	2.32	3.37	3.03	5.42				5.42
Indonesia	-	-	4.18	4.11	4.12	4.66				4.66
Other	0.41	0.39	0.41	0.45	0.42	0.48				0.48
Equity affiliates	-	-	1.78	3.00	2.71	4.82				4.82
Total	2.41	2.20	2.37	3.20	2.79	3.92				3.92
International Exploration Charges (\$ Millions)										

Dry Holes	2	14	3	63	82	4	4
Lease Impairments	80	4	5	8	97	7	7

Total Non-Cash Charges	82	18	8	71	179	11	11
Other (G&G and Lease Rentals)	37	24	46	92	199	48	48

Total International Exploration Charges	119	42	54	163	378	59	59
=====							
Depreciation, Depletion & Amortization							
Producing operations (\$ millions)	64	73	169	377	683	399	399

	R&M									
	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
R&M Net Income (Loss) (\$ Millions)	(87)	68	57	105	143	370				370
United States (\$ Millions)	(92)	73	44	113	138	256				256
International (\$ Millions)	5	(5)	13	(8)	5	114				114
Market Indicators										
U.S. East Coast Crack Spread (\$/bbl)	2.90	2.86	3.06	4.58	3.35	6.16				6.16
U.S. Gulf Coast Crack Spread (\$/bbl)	2.78	3.70	2.79	3.74	3.25	5.64				5.64
U.S. Group Central Spread (\$/bbl)	3.88	5.07	5.16	5.69	4.95	6.12				6.12
U.S. West Coast Crack Spread (\$/bbl)	9.67	9.53	8.58	8.40	9.04	12.79				12.79
NW Europe Crack Spread (\$/bbl)	0.74	1.38	1.70	2.72	1.64	5.68				5.68
Realized Margins										
Refining Margin (\$/bbl)										
U.S.	n/a	n/a	n/a	5.07	n/a	6.50				6.50
International	n/a	n/a	n/a	2.98	n/a	5.63				5.63
Marketing Margin (\$/gal)										
U.S.	n/a	n/a	n/a	0.04	n/a	0.04				0.04
International	n/a	n/a	n/a	0.16	n/a	0.17				0.17
Depreciation, Depletion & Amortization (\$ Millions)										
	102	98	119	167	486	162				162
Consolidated EASTERN U.S.										
Charge Barrels Input (MB/D)										
Crude Oil	348	404	338	399	372	415				415
Other Feed and Blending Stocks	53	47	16	61	44	51				51
Total	401	451	354	460	416	466				466
Percentage Utilization	81%	94%	79%	93%	87%	97%				97%
Refined Products Production (MB/D)										
Gasoline	214	247	187	260	227	244				244
Distillates	111	114	88	116	107	138				138
Aviation Fuel	35	37	37	37	36	32				32
Other	46	52	36	51	47	55				55
Total	406	450	348	464	417	469				469
U.S. GULF COAST										
Charge Barrels Input (MB/D)										
Crude Oil	414	428	509	652	501	668				668
Other Feed and Blending Stocks	80	67	87	101	85	103				103
Total	494	495	596	753	586	771				771
Percentage Utilization	90%	92%	93%	91%	92%	93%				93%
Refined Products Production (MB/D)										
Gasoline	213	211	236	300	240	289				289
Distillates	146	144	172	247	177	242				242
Aviation Fuel	37	39	52	62	48	70				70
Other	102	116	148	181	137	221				221
Total	498	510	608	790	602	822				822
CENTRAL U.S.										
Charge Barrels Input (MB/D)										
Crude Oil	348	424	466	633	469	631				631
Other Feed and Blending Stocks	34	32	39	46	37	32				32
Total	382	456	505	679	506	663				663

Percentage Utilization	84%	98%	90%	92%	91%	92%	92%

Refined Products Production (MB/D)							
Gasoline	200	235	269	389	274	367	367
Distillates	64	74	76	148	91	144	144
Aviation Fuel	50	49	58	64	55	59	59
Other	61	98	99	91	87	96	96

Total	375	456	502	692	507	666	666
=====							

n/a = not available.

R&M (continued)

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
WESTERN U.S.										
Charge Barrels Input (MB/D)										
Crude Oil	306	320	330	320	319	294				294
Other Feed and Blending Stocks	(3)	16	13	16	11	9				9
Total	303	336	343	336	330	303				303
Percentage Utilization	92%	96%	99%	96%	96%	88%				88%
Refined Products Production (MB/D)										
Gasoline	137	148	175	174	159	160				160
Distillates	71	77	78	81	77	66				66
Aviation Fuel	27	31	33	30	30	29				29
Other	61	60	51	48	55	42				42
Total	296	316	337	333	321	297				297
TOTAL UNITED STATES										
Charge Barrels Input (MB/D)										
Crude Oil	1,416	1,576	1,643	2,004	1,661	2,008				2,008
Other Feed and Blending Stocks	164	162	155	224	177	195				195
Total	1,580	1,738	1,798	2,228	1,838	2,203				2,203
Percentage Utilization	86%	95%	90%	93%	91%	93%				93%
Refined Products Production (MB/D)										
Gasoline	764	841	867	1,123	900	1,060				1,060
Distillates	392	409	414	592	452	590				590
Aviation Fuel	149	156	180	193	169	190				190
Other	270	326	334	371	326	414				414
Total	1,575	1,732	1,795	2,279	1,847	2,254				2,254
UNITED KINGDOM and IRELAND										
Charge Barrels Input (MB/D)										
Crude Oil	65	67	126	177	109	262				262
Other Feed and Blending Stocks	-	-	15	30	11	39				39
Total	65	67	141	207	120	301				301
Percentage Utilization	90%	92%	85%	58%	73%	86%				86%
Refined Products Production (MB/D)										
Gasoline	15	16	42	64	34	99				99
Distillates	26	26	56	76	46	125				125
Aviation Fuel	-	-	4	6	3	14				14
Other	21	21	32	77	38	54				54
Total	62	63	134	223	121	292				292
Equity Affiliates - Net Share International*										
Charge Barrels Input (MB/D)										
Crude Oil	-	-	42	130	43	134				134
Other Feed and Blending Stocks	-	-	1	3	1	2				2
Total	-	-	43	133	44	136				136
Percentage Utilization	-	-	95%	95%	95%	98%				98%
Refined Products Production (MB/D)										
Gasoline	-	-	13	41	14	43				43
Distillates	-	-	18	58	19	58				58
Aviation Fuel	-	-	4	7	3	10				10
Other	-	-	9	19	7	33				33
Total	-	-	44	125	43	144				144

* Represents 18.75 percent interest in a refinery complex at Karlsruhe,

Germany; 16.33 percent interest in two refineries in Kralupy and Litvinov, Czech Republic; and 47 percent interest in a refinery at Melaka, Malaysia.

R&M (continued)

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
Worldwide - Including Share of Equity Affiliates										
Charge Barrels Input (MB/D)										
Crude Oil	1,481	1,643	1,811	2,311	1,813	2,404				2,404
Other Feed and Blending Stocks	164	162	171	257	189	236				236
Total	1,645	1,805	1,982	2,568	2,002	2,640				2,640
Percentage Utilization	86%	95%	90%	89%	90%	92%				92%
Refined Products Production (MB/D)										
Gasoline	779	857	922	1,228	948	1,202				1,202
Distillates	418	435	488	726	517	773				773
Aviation Fuel	149	156	188	206	175	214				214
Other	291	347	375	467	371	501				501
Total	1,637	1,795	1,973	2,627	2,011	2,690				2,690
U.S. PETROLEUM PRODUCTS SALES (MB/D)*										
Gasoline	1,084	1,159	1,195	1,478	1,230	1,331				1,331
Distillates	439	424	449	692	502	600				600
Aviation Fuel	162	185	219	172	185	164				164
Other	398	341	350	403	372	500				500
Total	2,083	2,109	2,213	2,745	2,289	2,595				2,595
*2002 amounts restated.										
INTERNATIONAL PETROLEUM PRODUCTS SALES (MB/D)										
Gasoline	12	13	78	163	67	202				202
Distillates	20	21	84	147	68	181				181
Aviation Fuel	-	-	2	6	2	5				5
Other	22	17	37	24	25	40				40
Total	54	51	201	340	162	428				428
SPECIALTIES										
Base Oil Production(MB/D)										
United States - Equity Affiliate	-	-	3	10	3	10				10
Petroleum Coke Sales (MMT)*										
United States										
Fuel coke	297	311	500	565	1,673	683				683
Specialty coke	56	57	196	292	601	276				276
International										
Fuel coke	-	-	12	54	66	57				57
Specialty coke	-	-	68	180	248	176				176
Finished Lubes Sales (MB/D)*										
United States										
	8	9	9	10	9	10				10
International										
	-	-	-	1	-	1				1

*Included in "Other" in the petroleum products sales statistics above.

Net Production (MM Lbs.)	158	147	139	148	592	146	146
Feedstock Margin Index (3Q'00 = 100)	156	124	145	132	139	99	99

Statistical information represents 50 percent interest in Chevron Phillips Chemical Company LLC (CPChem).

EMERGING BUSINESSES

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
Emerging Businesses										
Net Income (Loss) (\$ Millions)*	(5)	(3)	(262)	(40)	(310)	(34)				(34)
Detail of Net Income (Loss) (\$ Millions)										
Carbon Fibers	-	-	(4)	(11)	(15)	(6)				(6)
Fuels Technology	(5)	(3)	(4)	(4)	(16)	(5)				(5)
Gas-to-Liquids*	-	-	(253)	(20)	(273)	(20)				(20)
Power	-	-	(1)	(2)	(3)	1				1
Other	-	-	-	(3)	(3)	(4)				(4)
Total	(5)	(3)	(262)	(40)	(310)	(34)				(34)

* Third quarter 2002 results include a \$246 million write down of acquired in-process R&D.

CORPORATE AND OTHER

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
Corporate and Other										
Net Income (Loss) (\$ Millions)	(153)	(72)	(385)	(1,308)	(1,918)	(190)				(190)
Detail of Net Income (Loss) (\$ Millions)										
Net Interest Expense	(78)	(91)	(83)	(160)	(412)	(167)				(167)
Corporate Overhead	(47)	(27)	(32)	(67)	(173)	(35)				(35)
Discontinued operations										
Impairments and loss accruals	-	-	(69)	(1,008)	(1,077)	(25)				(25)
Operating results	(4)	39	27	22	84	47				47
Merger-related costs	(2)	(1)	(221)	(83)	(307)	(27)				(27)
Other	(22)	8	(7)	(12)	(33)	17				17
Total	(153)	(72)	(385)	(1,308)	(1,918)	(190)				(190)
Before-Tax Net Interest Expense (\$ Millions)										
Interest Expense	(158)	(157)	(193)	(291)	(799)	(283)				(283)
Capitalized Interest	51	51	59	72	233	74				74
Interest Revenue	4	2	13	21	40	3				3
Premium on early debt retirement	-	(21)	-	(3)	(24)	(12)				(12)
Total	(103)	(125)	(121)	(201)	(550)	(218)				(218)
Debt										
Total Debt (\$ Millions)	8,902	9,635	20,453	19,766	19,766	18,240				18,240
Debt-to-Capital Ratio	37.6%	39.4%	39.8%	39.3%	39.3%	36.4%				36.4%

SELECTED PRO FORMA STATISTICS (E&P)

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
E&P										
E&P Production										
Total Including Equity Affiliates										
and Canadian Syncrude (MBOE/D)	1,676	1,619	1,546	1,623	1,616	1,622				1,622

Crude Oil and Condensate (MB/D)										
Consolidated										
U.S.	424	406	370	381	395	397				397
Norway	200	208	219	233	215	226				226
United Kingdom	81	78	63	86	77	87				87
Canada	46	45	42	37	42	33				33
Indonesia	26	23	22	13	21	21				21
Nigeria	40	34	35	38	37	38				38
China	13	11	12	11	12	23				23
Other	52	50	48	55	51	55				55
Equity affiliates	91	84	104	87	92	55				55
Total	973	939	915	941	942	935				935
=====										
Natural Gas Liquids (MB/D)										
U.S.	48	46	42	45	45	44				44
International	24	22	24	25	24	23				23
Total	72	68	66	70	69	67				67
=====										
Natural Gas (MMCF/D)										
Consolidated										
U.S.	1,635	1,566	1,578	1,548	1,581	1,527				1,527
Norway	291	290	252	232	266	305				305
United Kingdom	869	856	603	975	826	1,002				1,002
Canada	548	565	512	442	517	436				436
Indonesia	179	169	189	220	189	224				224
Nigeria	37	40	43	51	43	50				50
Other	83	55	62	61	65	61				61
Equity affiliates	12	13	13	13	13	12				12
Total	3,654	3,554	3,252	3,542	3,500	3,617				3,617
=====										
Canadian Syncrude (MB/D)	22	20	23	22	22	17				17

E&P Average Realized Prices										
Crude Oil and Condensate (\$/bbl)										
Consolidated										
U.S.	18.66	24.33	25.85	26.36	23.69	31.47				31.47
Norway	20.77	24.42	26.78	26.35	24.61	32.72				32.72
United Kingdom	19.78	23.69	26.15	25.98	23.99	30.11				30.11
Canada	19.39	21.79	24.96	21.26	21.82	28.40				28.40
Indonesia	19.38	24.46	24.21	30.59	23.51	29.35				29.35
Nigeria	21.33	25.16	27.40	26.97	25.12	31.80				31.80
China	19.57	25.27	26.31	29.64	25.03	28.87				28.87
Other	19.39	24.66	25.55	25.18	23.58	29.10				29.10
Equity affiliates	13.40	18.26	19.06	17.50	17.14	20.97				20.97
Total	18.93	23.71	25.24	25.31	23.26	30.72				30.72

Natural Gas Liquids (\$/bbl)										
U.S.	12.92	17.05	16.78	19.27	16.44	25.13				25.13
International	9.86	15.62	18.56	19.39	15.95	24.22				24.22
Total	11.67	16.49	17.57	19.32	16.24	24.73				24.73

Natural Gas (\$/mcf)										
Consolidated										
U.S.	2.26	2.80	2.71	3.38	2.78	5.34				5.34
Norway	3.20	2.99	3.26	3.33	3.19	3.66				3.66
United Kingdom	3.43	2.37	1.95	3.20	2.81	3.55				3.55
Canada	1.74	2.50	2.13	3.37	2.40	5.42				5.42
Indonesia	3.16	4.13	4.13	4.11	3.89	4.66				4.66
Nigeria	0.48	0.41	0.50	0.51	0.48	0.54				0.54
Other	0.38	0.38	0.34	0.40	0.38	0.43				0.43
Equity affiliates	2.17	2.60	1.78	3.00	2.39	4.82				4.82
Total	2.53	2.66	2.52	3.27	2.75	4.49				4.49

Note: Pro forma information derived by summing the historical Phillips and Conoco data for the period indicated.

SELECTED PRO FORMA STATISTICS (Midstream and R&M)

	2002					2003				
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
Midstream										
Natural Gas Liquids Extracted (MB/D)										
Consolidated										
United States	49	52	50	56	52	51				51
International	42	42	46	45	44	47				47
Equity Affiliates										
United States*	118	119	120	119	119	114				114
International	9	9	9	10	9	10				10
Total	218	222	225	230	224	222				222
* Represents 30.3 percent interest in Duke Energy Field Services, LLC (DEFS).										
Natural Gas Liquids Fractionated (MB/D)										
United States	166	159	177	179	170	168				168
Product Prices										
Weighted Average NGL (\$/bbl)*										
Consolidated	13.23	15.99	16.69	19.24	16.31	25.59				25.59
DEFS	12.83	15.59	16.32	18.95	15.92	24.53				24.53
* Prices are based on index prices from the Mont Belvieu and Conway market hubs that are weighted by natural gas liquids component and location mix.										
R&M										
Charge Barrels Input (MB/D)										
Eastern U.S.										
Crude Oil	348	404	338	399	372	415				415
Other Feed and Blending Stocks	53	47	16	61	44	51				51
Total	401	451	354	460	416	466				466
Percentage Utilization	81%	94%	79%	93%	87%	97%				97%
U.S. Gulf Coast										
Crude Oil	648	669	675	652	661	668				668
Other Feed and Blending Stocks	116	96	90	101	101	103				103
Total	764	765	765	753	762	771				771
Percentage Utilization	91%	94%	94%	91%	93%	93%				93%
Central U.S.										
Crude Oil	568	664	624	633	622	631				631
Other Feed and Blending Stocks	25	23	22	46	29	32				32
Total	593	687	646	679	651	663				663
Percentage Utilization	85%	96%	91%	92%	91%	92%				92%
Western U.S.										
Crude Oil	306	320	330	320	319	294				294
Other Feed and Blending Stocks	(3)	16	13	16	11	9				9
Total	303	336	343	336	330	303				303
Percentage Utilization	92%	96%	99%	96%	96%	88%				88%
Total U.S.										
Crude Oil	1,870	2,057	1,967	2,004	1,975	2,008				2,008
Other Feed and Blending Stocks	191	182	141	224	184	195				195
Total	2,061	2,239	2,108	2,228	2,159	2,203				2,203
Percentage Utilization	87%	95%	91%	93%	92%	93%				93%
United Kingdom and Ireland										
Crude Oil	279	260	273	177	247	262				262
Other Feed and Blending Stocks	18	27	43	30	30	39				39
Total	297	287	316	207	277	301				301

Percentage Utilization	92%	86%	90%	58%	81%	86%	86%
Equity Affiliates -- Net Share -- International*							
Crude Oil	119	127	127	130	126	134	134
Other Feed and Blending Stocks	4	6	4	3	4	2	2
Total	123	133	131	133	130	136	136
Percentage Utilization	88%	93%	93%	94%	92%	98%	98%

* Represents 18.75 percent interest in a refinery complex at Karlsruhe, Germany; 16.33 percent interest in two refineries in Kralupy and Litvinov, Czech Republic; and 47 percent interest in a refinery at Melaka, Malaysia.

Worldwide -- Including Net Share of Equity Affiliates							
Crude Oil	2,268	2,444	2,367	2,311	2,348	2,404	2,404
Other Feed and Blending Stocks	213	215	188	257	218	236	236
Total	2,481	2,659	2,555	2,568	2,566	2,640	2,640
Percentage Utilization	88%	94%	91%	89%	90%	92%	92%

U.S. Petroleum Products Sales (MB/D)							
Gasoline	1,375	1,461	1,417	1,478	1,433	1,331	1,331
Distillates	653	650	602	692	649	600	600
Aviation Fuel	231	259	268	172	232	164	164
Other	524	479	456	403	465	500	500
Total	2,783	2,849	2,743	2,745	2,780	2,595	2,595

Note: Pro forma information derived by summing the historical Phillips and Conoco data for the period indicated.