

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Schwarz Glenda Mae</u> (Last) (First) (Middle) 600 NORTH DAIRY ASHFORD (Street) HOUSTON TX 77079 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONOCOPHILLIPS [COP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP & Controller
	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2014	
		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

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	05/07/2014		M		7,320	A	\$50.61	12,605	D	
Common Stock	05/07/2014		S		7,320	D	\$77.7314	5,285	D	
Common Stock	05/07/2014		M		7,296	A	\$60.53	12,581	D	
Common Stock	05/07/2014		S		7,296	D	\$77.7314	5,285	D	
Common Stock	05/07/2014		M		15,338	A	\$53.47	20,623	D	
Common Stock	05/07/2014		S		15,338	D	\$77.7314	5,285	D	
Common Stock	05/07/2014		S		1,660	D	\$77.761	3,625	D	
Common Stock								6,407.008 ⁽²⁾	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
Stock Options (rights to buy)	\$50.61 ⁽¹⁾	05/07/2014		M			7,320	02/08/2010	02/08/2017	Common Stock	7,320	\$0	0	D	
Stock Options (rights to buy)	\$60.53 ⁽¹⁾	05/07/2014		M			7,296	02/14/2011	02/14/2018	Common Stock	7,296	\$0	0	D	
Stock Options (right to buy)	\$53.47 ⁽¹⁾	05/07/2014		M			15,338	(3)	02/10/2021	Common Stock	15,338	\$0	0	D	

Explanation of Responses:

- In connection with the spin-off of Phillips 66 on April 30, 2012 by ConocoPhillips, outstanding ConocoPhillips stock options were adjusted so that the holders hold vested stock options to purchase both Phillips 66 common stock and ConocoPhillips common stock. The Phillips 66 and ConocoPhillips stock options received, when combined, 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.
- Includes units acquired through routine dividend transactions that are exempt under Rule 16a-11.
- Vested in two equal installments beginning February 10, 2013.

Shannon Weinberg Kinney (by
Power of Attorney filed with
the Commission on February 7, 05/08/2014
 2013).

** Signature of Reporting Person Date

* 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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